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## COVER LETTER

Division of Corporations	
SUBJECT: NASCENT HEDGE FUND, L.P.	
(Name of Florida Limited Partnership or Limited Liability Limited Partnership)	
The enclosed Certificate of Limited Partnership and fees are submitted for filing.	
Please return all correspondence concerning this matter to:	
Shea De Rosa	
(Contact Person)	
Law Offices of Michael Lapat	
(Firm/Company)	
3300 University Drive, Suite 311	
(Address)	
Coral Springs, FL 33065	
(City, State and Zip Code)	
For further information concerning this matter, please call:	
Shea De Rosa at ( 954 ) 345-6442	
(Name of Contact Person) (Area Code and Daytime Telephone Number)	
Enclosed is a check for the following amount:	
\$1,000.00 Filing Fees \$\bigsiz\$\$\ \$1,008.75 Filing Fees \$\bigsiz\$\$\ \$1,052.50 Filing Fees \$\bigsiz\$	
STREET ADDRESS: MAILING ADDRESS:	
Registration Section Registration Section	
Division of Corporations  Division of Corporations  P. O. Box 6327	
Clifton Building P. O. Box 6327 2661 Executive Center Circle Tallahassee, FL 32314	

Tallahassee, FL 32301

CR2E030 (01/06)

## CERTIFICATE OF LIMITED PARTNERSHIP FOR FLORIDA LIMITED PARTNERSHIP OR LIMITED LIABILITY LIMITED PARTNERSHIP

## NASCENT HEDGE FUND, L.P.

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)
Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P.
or LLLP.

OF ELECT .	
2_3300 University Drive, Suite 311	O6 DEC
(Street address of initial designated office)	<u> </u>
Coral Springs, FL 33065	
3. Michael Lapat	
(Name of Registered Agent for Service of Process)	RA 5
<sub>4.</sub> 3300 University Drive, Suite 311	Dri O
(Florida street address for Registered Agent)	
Coral Springs, FL 33065	
5. I hereby accept the appointment as registered agent and agree to act in this capacity. I comply with the provisions of all statutes relative to the proper and complete performance and I am familiar with and accept the obligations of my position as registered agent.	

6,3300 University Drive, Suite 311

(Mailing address of initial designated office)

Coral Springs, FL 33065

7. If limited partnership elects to be a limited liability limited partnership, check box

8. Name and business address of each gene Name:	ral partner: <u>Business Address:</u>
Nascent Capital Management, LLC	3300 University Drive, Suite 311
	Coral Springs, FL 33065
	Ld0-118188
9. Effective date, if other than the date of filing:	
(Effective date cannot be prior to nor more filed by the Florida Department of State.)	than 90 days after the date the document is
Signed this 8th day of O	cember ,2006.
Signature of each general partner:	Michael Lapat, Attorney-in fact
	<u>For Nascent Capital Man</u> agement, LLC GP
Filing Fees: \$1,000 Certified Copy (optional): \$52.50 Certificate of Status (optional): \$8.75	3.00 (\$965 Filing Fee and \$35 Registered Agent Fee)

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