

Certificate of Limited Partnership

A07000000663
FILED
May 07, 2007
Sec. Of State
gharvey

Name of Limited Partnership:

OMEGA ASSET BACKED FUND LP

Street Address of Limited Partnership:

200 S. BISCAYNE BLVE
SUITE 4450
MIAMI, FL. US 33131

Mailing Address of Limited Partnership:

200 S. BISCAYNE BLVE
SUITE 4450
MIAMI, FL. US 33131

The name and Florida street address of the registered agent is:

JON S CUMMINGS III
200 S. BISCAYNE B
SUITE 4450
MIAMI, FL. 33131

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: JON S. CUMMINGS III

The name and address of all general partners are:

Title: G
OMEGA CAPITAL ADVISORS LLC
200 S. BISCAYNE BLVD
MIAMI, FL. 33131 FL

Signed this Seventh day of May, 2007

I (we) declare the I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

General Partner Signature: JON S. CUMMINGS IV