

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : PROSKAUER ROSE LLP
Account Number : 074673001063
Phone : (561)995-4704
Fax Number : (561)241-7145

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA/FOREIGN LP/LLP

MSF Partners, LLLP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. (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.*

MSF PARTNERS, LLLP

2. (Street address of initial designated office)

1 North Clematis Street, Suite 300, West Palm Beach, FL 33401

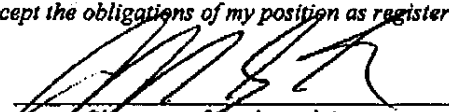
3. (Name of Registered Agent for Service of Process)

Michael S. Falk

4. (Florida street address for Registered Agent)

1 North Clematis Street, Suite 300, West Palm Beach, FL 33401

5. *I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*


Signature of Registered Agent

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6. (Mailing address of initial designated office)

1 North Clematis Street, Suite 300, West Palm Beach, FL 33401

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

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8. Name and business address of each general partner:

Name:

Business Address:

MSF, LLC

1 North Clematis Street, Suite 300

West Palm Beach, FL 33401

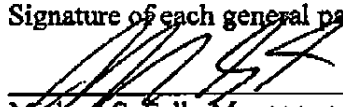
607-54805

9. Effective date, if other than the date of filing: N/A

(Effective date cannot be prior to nor more than 90 days after the date the document is filed by the Florida Department of State.)

Signed this 23rd day of MAY, 2007.

Signature of each general partner:


Michael S. Falk, Manager of
MSF, LLC, General Partner

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TALLAHASSEE, FLORIDA

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Filing Fees: \$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)

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