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Gries Investment Parallel Fund II, L.P.

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
GRIES INVESTMENT PARALLEL FUND II, L.P.

The undersigned, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act of 2005, Title XXXVI, Chapter 620, Florida Statutes, does hereby certify as follows:

ARTICLE I

The name of the limited partnership is GRIES INVESTMENT PARALLEL FUND II, L.P.

ARTICLE II

The business and mailing address of the Limited Partnership is:

4830 W. Kennedy Boulevard, Suite 445
Tampa, Florida 33609

ARTICLE III

The street address of the initial registered office of the Limited Partnership is One Tampa City Center, Suite 3200, Tampa, Florida 33602, and the initial Registered Agent is Lina Angelici, Esq.

ARTICLE IV

The name and business address of the sole General Partner of the Limited Partnership is:

Gries Management II, LLC
4830 W. Kennedy Boulevard, Suite 445
Tampa, Florida 33609

ARTICLE V

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

GENERAL PARTNER:
Gries Management II, LLC

By:


Lina Angelici, Esq., Its Authorized Agent

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ACCEPTANCE BY REGISTERED AGENT

Lina Angelici, Esq., having been named as Registered Agent and to accept service of process for Gries Investment Parallel Fund II, L.P., 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 obligation of my position as Registered Agent.


Lina Angelici

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