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COVER LETTER

TO: Registration Section Division of Corporations

CR2E030 (01/06)

SUBJECT: OCEAN REEF CAPITAL INVESTMENT 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:

RYAN WHITTEMORE		
(Contact Person)		
OCEAN REEF CAPITAL INVESTMENT FUND, L.P.		
(Firm/Company)		
ONE PROGRESS PLAZA, SUITE 2100		
(Address)		
ST.PETERSBURG FL 33	3701	
(City, State and Zip Code)		
For further information concerning this ma	atter, please call:	
RYAN WHITTEMORE	_at (_727) 698-0912	
(Name of Contact Person)	(Area Code and Daytime Telephone Number)	
Enclosed is a check for the following amo	unt:	
\$1,000.00 Filing Fees (\$965 Filing Fee and \$35 Registered Agent Fee) \$1,008.75 Filing Fees and Certificate of Status	\$\sqrt{\$1,052.50}\$ Filing Fees and Certified Copy Certified Copy, and Certificate of Status	
STREET ADDRESS:	MAILING ADDRESS:	
Registration Section	Registration Section	
Division of Corporations	Division of Corporations	
Clifton Building	P. O. Box 6327	
2661 Executive Center Circle	Tallahassee, FL 32314	
Tallahassee, FL, 32301	•	

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

LOCEAN REEF CAPITAL INVESTMENT 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.

2. ONE PROGRESS PLAZA, SUITE 2100	07
(Street address of initial designated office)	
ST.PETERSBURG FL 33701	
3. RYAN WHITTEMORE	711
(Name of Registered Agent for Service of Process)	
4. 800 SOUTH DAKOTA AVE #232	US
(Florida street address for Registered Agent)	
TAMPA, FL 33606	
and I am familiar with and accept the obligations of my position as registered agent.	
Signature of Registered Agent	
6. 800 SOUTH DAKOTA AVE #232	
(Mailing address of initial designated office)	
TAMPA, FL 33606	
7. If limited partnership elects to be a limited liability limited partnership, check bo	х□

8. Name and business address of each gene Name:	ral partner: Business Address:
OCEAN REEF CAPITAL PARTNERS, LLC	ONE PROGRESS PLAZA, SUITE 2100
L07-105817	ST.PETERSBURG FL 33701
RYAN WHITTEMORE, Manager	
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.)	
Signed this	ctober , 2007.
Signature of each general partner:	
_ mga venguron	Manager, Ocean Reef Capital Partners, LLC
Filing Fees: \$1,000 Certified Copy (optional): \$52.50 Certificate of Status (optional): \$8.75	0.00 (\$965 Filing Fee and \$35 Registered Agent Fee)

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