

Division of Corporations

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MFP INVESTMENTS II, LLLP

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**CERTIFICATE OF LIMITED LIABILITY LIMITED PARTNERSHIP  
OF  
MFP INVESTMENTS II, LLLP**

The undersigned, in forming a Florida limited liability limited partnership under the Florida Revised Uniform Limited Partnership Act of 2005, as amended, Chapter 620 of the Florida Statutes, hereby adopts the following Certificate of Limited Partnership:

1. The name of the limited liability limited partnership is **MFP INVESTMENTS II, LLLP** (hereinafter, the "Partnership").

2. The mailing and principal address of the Partnership is 1889 Sable Palm Drive, Boca Raton, FL 33432.

3. The name and street address of the initial registered agent of the Partnership are **CORPORATION SERVICE COMPANY, 1201 Hays Street, Tallahassee, FL 32301.**

4. The name and business address of the general partner of the Partnership are **MFP MANAGEMENT, LLC, 1889 Sable Palm Drive, Boca Raton, FL 33432.**

**608-39535**

5. The Partnership is a limited liability limited partnership.

Under penalties of perjury the undersigned has read the foregoing and knows the content thereof and that the facts herein are true and correct.

Signed this 21 day of April, 2008.

**GENERAL PARTNER:**

**MFP MANAGEMENT, LLC**

By:

David W. MEEK  
**DAVID W. MEEK, Member, Manager**

By:

Brian H. Nelson  
**BRIAN H. NELSON, Member, Manager**

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**CERTIFICATE OF LIMITED LIABILITY LIMITED PARTNERSHIP  
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3. The name and street address of the initial registered agent of the Partnership are **CORPORATION SERVICE COMPANY, 1201 Hays Street, Tallahassee, FL 32301**.
4. The name and business address of the general partner of the Partnership are **MANAGEMENT, LLC, 1889 Sable Palm Drive, Boca Raton, FL 33432**.
5. The Partnership is a limited liability limited partnership.

Under penalties of perjury the undersigned has read the foregoing and knows the contents thereof and that the facts herein are true and correct.

Signed this 21 day of April, 2008.

**GENERAL PARTNER:**

**MFP MANAGEMENT, LLC**

By: DAVID W. MEEK, Member, Manager

By: BRIAN H. NELSON, Member, Manager

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for MFP INVESTMENTS II, LLLP at the place designated in paragraph 3 of the Certificate of Limited Liability Limited Partnership, CORPORATION SERVICE COMPANY hereby accepts the appointment as registered agent and agrees to act in this capacity. CORPORATION SERVICE COMPANY further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 620, F.S.

**CORPORATION SERVICE COMPANY**By: JJ Jeanne ReynoldsName: as its agentDate: 4-21-, 2008**FILED**

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