

Certificate of Limited Partnership

A08000000706
FILED
July 29, 2008
Sec. Of State
gharvey

Name of Limited Partnership:

DEBT OPPORTUNITY FUND, LLLP

Street Address of Limited Partnership:

20711 STERLINGTON DRIVE
LAND O'LAKES, FL. 34638

Mailing Address of Limited Partnership:

20711 STERLINGTON DRIVE
LAND O'LAKES, FL. 34638

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

BUSH ROSS REGISTERED AGENT SERVICES, LLC
1801 N. HIGHLAND AVENUE
TAMPA, FL. 33602

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

Registered Agent Signature: BRENT A. JONES, VICE PRESIDENT

The name and address of all general partners are:

Title: G
TOTAL CAPITAL MANAGEMENT, LLC
20711 STERLINGTON DRIVE
LAND O'LAKES, FL. 34638

The effective date for this Limited Partnership shall be:

07/29/2008

This Limited Partnership is a Limited Liability Limited Partnership.

Signed this Twenty Ninth day of July, 2008

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: SEAN LYONS, MANAGER