

# **Certificate of Limited Partnership**

**A08000000947**  
**FILED**  
**November 07, 2008**  
**Sec. Of State**  
gharvey

Name of Limited Partnership:

221 PRIVATE EQUITIES FUND, L.P.

Street Address of Limited Partnership:

300 STATE STREET EAST  
SUITE 226  
OLDSMAR, FL. US 34677

Mailing Address of Limited Partnership:

300 STATE STREET EAST  
SUITE 226  
OLDSMAR, FL. US 34677

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

SCOTT D GALLAGHER  
300 STATE STREET EAST  
SUITE 226  
OLDSMAR, FL. 34677

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

Registered Agent Signature: SCOTT GALLAGHER

The name and address of all general partners are:

Title: G  
GALLAGHER D SCOTT  
300 STATE STREET EAST, SUITE 226  
OLDSMAR, FL. 34677 US

The effective date for this Limited Partnership shall be:

11/07/2008

Signed this Seventh day of November, 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: SCOTT GALLAGHER