

## **Certificate of Limited Partnership**

**A09000000634**  
**FILED**  
**August 28, 2009**  
**Sec. Of State**  
gharvey

Name of Limited Partnership:

GS DEBT PARTNERS MONTEREY, L.P.

Street Address of Limited Partnership:

4830 W KENNEDY BLVD  
SUITE 445  
TAMPA, FL. US 33609

Mailing Address of Limited Partnership:

4830 W KENNEDY BLVD  
SUITE 445  
TAMPA, FL. US 33609

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

AL COLBY  
305 S BOULEVARD  
TAMPA, FL. 33606

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

Registered Agent Signature: AL COLBY

The name and address of all general partners are:

Title: G  
GS DEBT PARTNERS MANAGEMENT LLC  
4830 W KENNEDY BLVD SUITE 445  
TAMPA, FL. 33606 US

The effective date for this Limited Partnership shall be:

08/28/2009

Signed this Twenty Eighth day of August, 2009

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: ROBERT D GRIES JR