

Certificate of Limited Partnership

A10000000590
FILED
October 01, 2010
Sec. Of State
gharvey

Name of Limited Partnership:

TSG DISTRESSED ASSETS FUNDING, LTD.

Street Address of Limited Partnership:

2 NE 40 STREET
SUITE 204
MIAMI, FL. 33137

Mailing Address of Limited Partnership:

2 NE 40 STREET
SUITE 204
MIAMI, FL. 33137

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

JULIAN F MONTERO ESQ.
1441 BRICKELL AVENUE, 15TH FLOOR
MIAMI, FL. 33131

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

Registered Agent Signature: JULIAN F. MONTERO, ESQ.

The name and address of all general partners are:

Title: G
TSG EQUITY HOLDINGS LLC
2 NE 40 STREET, SUITE 204
MIAMI, FL. 33137

Signed this First day of October, 2010

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: RAUL SANCHEZ DE VARONA-MGR