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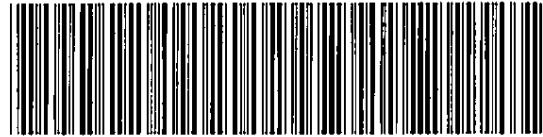
(Business Entity Name)

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- ☐ **CERTIFIED COPY** _____
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- XX** **FILING** DISSOLUTION _____

1. **HEADWATERS CAPITAL MANAGEMENT, LP**

(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

2019 JAN -2 PM 1:26

**CERTIFICATE OF DISSOLUTION
FOR**

Headwaters Capital Management, LP

(Name of Florida Limited Partnership or Limited Liability Limited Partnership)

Pursuant to the provisions of section 620.1203, Florida Statutes, this Florida limited partnership or limited liability limited partnership, whose certificate was filed with the Florida Department of State on 04/08/2016, assigned Florida document number A16000000195, hereby submits this Certificate of Dissolution.

FIRST: Reason for dissolution: (State why partnership is submitting dissolution)

Unanimous consent of the partners by reason of the termination of the partnership's business purpose.

SECOND: ☐ A Notice of Dissolution is attached.
(Check box if attached.)

THIRD: Effective date, if other than the date of filing: 01/01/2019

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Signatures of each general partner or the person appointed pursuant to s. 620.1803(3) or (4), F.S.:

Headwaters Capital Management, LP
By Kevin King, President

Filing Fee: \$52.50
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75