

BD1000000010

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

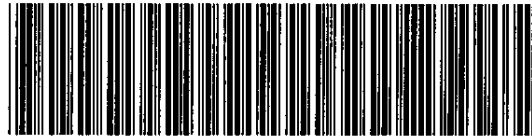
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FILED  
07 MAY -8 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Private Capital Management, L.P.  
(Name of Foreign Limited Partnership or Limited Liability Limited Partnership)

The enclosed amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Lisa K. Gallagher

(Contact Person)

Private Capital Management, L.P.

(Firm/Company)

8889 Pelican Bay Blvd., #500

(Address)

Naples, FL 34108

(City, State and Zip Code)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

07 MAY -8 PM 1:00

FILED

For further information concerning this matter, please call:

Lisa K. Gallagher at (239) 598-7727

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$52.50 Filing Fee

☐ \$61.25 Filing Fee  
and Certificate of  
Status

☐ \$105.00 Filing Fee  
and Certified Copy

☐ \$113.75 Filing Fee,  
Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

## Page 1 of 2

6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

☐ The entity elects to be a limited liability limited partnership.

☐ The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: \_\_\_\_\_  
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature of a general partner:

Pem Holdings I, Inc.

Typed or printed name: By:

DAVID G. JOYCE

Chief Operating Officer  
& Chief Financial Officer

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

FILED  
07 MAY -8 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Delaware

PAGE 1

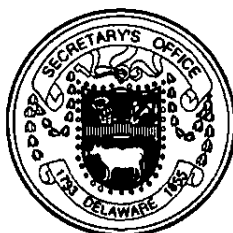
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PRIVATE CAPITAL MANAGEMENT, L.P.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF APRIL, A.D. 2007, AT 11 O'CLOCK A.M.

FILED  
07 MAY - 8 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3249339 8100

070451538



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5636172

DATE: 04-30-07

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:00 AM 04/18/2007  
FILED 11:00 AM 04/18/2007  
SRV 070451538 - 3249339 FILE

STATE OF DELAWARE  
AMENDMENT TO THE CERTIFICATE OF  
LIMITED PARTNERSHIP

FILED  
07 MAY - 8 PM 1 PM  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to amend the Certificate of Limited Partnership pursuant to the provisions of Section 17-202 of the Revised Uniform Limited Partnership Act of the State of Delaware, does hereby certify as follows:

FIRST: The name of the Limited Partnership is Private Capital Management,  
L.P.

SECOND: Article 3 of the Certificate of Limited Partnership shall be amended as follows: The name and address of its sole general partner  
is PCM Holdings I, Inc., c/o Legg Mason, Inc.,  
100 Light Street, Baltimore, Maryland, 21202.

IN WITNESS WHEREOF, the undersigned executed this Amendment to the Certificate of Limited Partnership on this 17<sup>th</sup> day of April, A.D. 2007

By: PCM Holdings I, Inc.  
General Partner(s)

Name: David Joyce  
Print or Type

David Joyce  
CHIEF OPERATING OFFICER