



FILED
01 JAN 23 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COST LIMIT : \$ 140.00

600003567486--4

CUSTOMER: Mr. Jose A. Lopez
Seward & Kissel LLP
One Battery Park Plaza
21st Floor
New York, NY 10004

NAME: STERN ASSET MANAGEMENT, L.P.

FILE SECOND

RECEIVED
01 JAN 23 AM 10:37
DIVISION OF CORPORATION

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

EXAMINER:

$$\frac{3}{1} \frac{4}{23}$$

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. Stern Asset Management, L.P.
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida;
must contain the word "LIMITED" or "LTD.")

3. Delaware 4. December 8, 2000
(State of Formation) (Date of Formation)

5. Corporation Service Company
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street
(Street Address of Registered Office)

Tallahassee, Florida 32301
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

By: BRIAN COURTNEY, ASST. VP.
(Agent must sign on this line)

8. 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808

(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

Stern General Partner, LLC-5550 Glades Road, Suite 305, Boca Raton, FL 33431-7209

M01000000159

10. 5550 Glades Road, Suite 305, Boca Raton, FL 33431-7209
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

FILED
JAN 23 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. c/o Stern General Partner, LLC

Attn: Jay Stern - 5550 Glades Road, Suite 305, Boca Raton, FL 33431-7209

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 12th day of JANUARY, 2001.

[Signature]
MANAGING MEMBER General Partner

STATE OF Florida

COUNTY OF PALM BEACH

On this 12 day of JANUARY, 2001.

Jay Stern, the managing member of the general partner, personally appeared before me,

☐ who is personally known to me

☒ whose identity I proved on the basis of FLDLS 365-429-67-3090

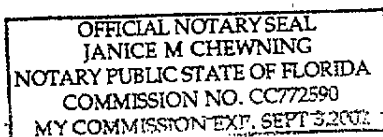
EXP. 8/29/06

[Signature]
(Notary Public Signature)

JANICE M CHEWNING
(Notary's Printed Name)

Seal

My Commission Expires: 9/3/02



FILED
01 JAN 23 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Jay Stern/managing member/ Stern General Partner, LLC,
a general partner of Stern Asset Management, L.P., a (an) Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 0.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 12 day of JANUARY, 2001.

*
MANAGING MEMBER & General Partner

FILED
JAN 23 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF Florida

COUNTY OF PALM BEACH

On this 12 day of JANUARY, 2001

Jay Stern, the managing member of the general partner, personally appeared before me,

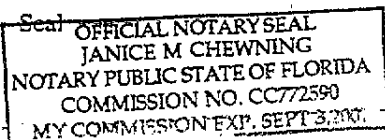
☐ who is personally known to me

☒ whose identity I proved on the basis of FDL S 365-429-67-309-0

EXP. 8/29/06

Janice M Chewing
(Notary Public Signature)

JANICE M CHEWNING
(Notary's Printed Name)



My Commission Expires:

9/3/02