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315 So. Calhoun Street
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425-5675
City/State/Zip Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Patriot Capital Fund, L.P.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☒ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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Examiner's Initials

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

1. Patriot Capital Fund, L.P.

(Name of limited partnership as it is in the home state)

2. N/A

(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

(State of Formation)

4. March 24, 2003

(Date of Formation)

5. Intrastate Registered Agent Corporation

(Name of Registered Agent for Service of Process)

6. 200 S. Orange Avenue, Suite 2600

(Street Address of Registered Office)

Orlando, Florida 32801

(City) (Zip Code)

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



(Agent must sign on this line)

8. Incorporating Services, Ltd., 15 East North Street, Dover, Delaware 19903

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

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

Patriot Management Company, LLC.

1560 Orange Avenue

Suite 660

Winter Park, Florida 32789

10. 1560 Orange Avenue, Suite 660, Winter Park, Florida 32789

(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

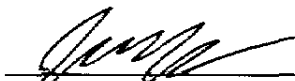
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203-3660

12. 1560 Orange Avenue, Suite 660, Winter Park, Florida 32789
(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. This 5 day of March, 2003.

**Patriot Management
Company, LLC**
a Florida limited liability company
General Partner


James A. Hughes, Jr.
Member of General Partner

STATE OF FLORIDA
COUNTY OF ORANGE

On this 5 day of March, 2003,
James A. Hughes, Jr. personally appeared before me, Kathleen C. Evans who is personally known to me or
whose identity I proved on the basis of his drivers license.


(Notary Public Signature)

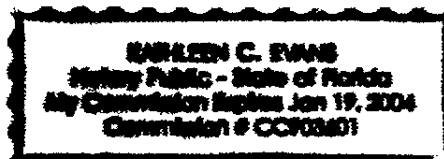
KATHLEEN C. EVANS

(Notary's Printed Name)

Seal My Commission Expires Jan 19, 2004.

2004

ORL1 #765755 v1



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PATRIOT CAPITAL FUND, L.P.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

1. Capital Contributions. The undersigned General Partner of PATRIOT CAPITAL FUND, L.P. declares the total amount of the Capital Contributions of the Limited Partners to the Limited Partnership to be Five Hundred Million Dollars (\$500,000,000.00) and the total amount of Capital Contributions contributed and anticipated at this time to be contributed by the Limited Partners to the Limited Partnership to be Five Hundred Million Dollars (\$500,000,000.00).

2. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

2.1 The execution of this Affidavit by the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

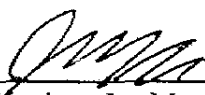
2.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Affidavit.

2.3 If, after the execution of this Affidavit, the General Partner knows that any fact described in this Affidavit has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Affidavit to be supplemented by filing a supplemental affidavit with the Department of State pursuant to the Act.

Executed by the General Partner on the date set forth below.

General Partner
Patriot Management
Company, LLC
a Florida limited liability company

Date: March 5, 2003

By: 
James A. Hughes, Jr., Member of Patriot
Management Company, LLC

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Delaware

PAGE 1

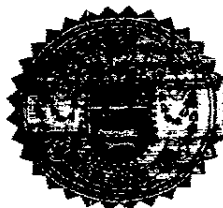
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PATRIOT CAPITAL FUND, L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF MARCH, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PATRIOT CAPITAL FUND, L.P." WAS FORMED ON THE TWENTY-FOURTH DAY OF MARCH, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2328223

DATE: 03-25-03