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A Limited Liability Partnership

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October 18, 2004

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Division of Corporations
Attn: Registration Section
409 East Gaines Street
Tallahassee, FL 32399

RE: State of Florida Foreign LP and Foreign LLC Registrations

Dear Sir or Madam:

Please find enclosed herewith the following documents:

- 1) One original and one copy of the *Application by Foreign Limited Partnership for Authorization to Transact Business in Florida* ("Application") and *Affidavit of Capital Contributions for a Foreign Limited Partnership* ("Affidavit") submitted by each of NMH Management, L.P. and NMH Small Cap Value Fund, L.P.
- 2) One original and one copy of the *Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida* ("Application") and *Certificate of Designation of Registered Agent* submitted by each of NMH Advisors, LLC and NMH Investments, LLC.

Please note that NMH Investments, LLC is the general partner of NMH Management, L.P., and as such, its application should be processed first in order for it to have an active registration or filing on file prior to the processing of NMH Management, L.P.'s application.

Further note that NMH Management, L.P. is the general partner of NMH Small Cap Value Fund, L.P., and as such, its application should be processed first in order for it to have an active registration or filing on file prior to the processing of NMH Small Cap Value Fund, L.P. application.

A check made payable to the Florida Department of in the amount of \$2,122.50 representing filing fees for all four entity applications has also been enclosed. The fee breakdown is as follows:

- a. NMH Small Cap Value Fund, L.P. The application fee is \$1,750 and \$35.00 for the designation of registered agent, aggregating \$1,785.00.


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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

State of Florida
Division of Corporations
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- b. NMH Management, L.P. The application fee is \$52.50 and \$35.00 for the designation of registered agent, aggregating \$87.50.
- c. NMH Advisors, LLC and NMH Investments, LLC. The application filing fee is \$100.00 and designation of registered agent is \$25.00, aggregating \$125.00 for each LLC entity.

I thank you in advance for your expedience in this matter. Please send the filing acknowledgments to my attention using the enclosed self-addressed stamped envelope. Should you have any questions and/or need additional information, please contact me at your earliest convenience.

Sincerely yours,


J. Eric Van Atta

VEV
Enclosures

cc: Thomas B. Driscoll, III (w/o enclosures)
Gilbert H. Davis, Esq.

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DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN LIMITED PARTNER
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

ORIGINAL

1. NMH 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. August 10, 2004
(State of Formation) (Date of Formation)
5. Thomas B. Driscoll, III
(Name of Registered Agent for Service of Process)
6. 12230 Forest Hill Blvd., Suite 173
(Street Address of Registered Office)
- Wellington, Florida 33414
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:
Thomas B. Driscoll, III
(Agent must sign on this line)
8. Incorporating Services, Ltd., 15 East North St.; P.O. Box 899,
Dover, DE 19903-0899
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
- NMH Investments, LLC, 12230 Forest Hill Blvd., Ste. 173, Wellington, FL 33414
- 17m04000004650
10. NMH Investments, LLC, 12230 Forest Hill Blvd., Ste. 173, Wellington, FL 33414
(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

12. NMH Management, L.P.

12230 Forest Hill Blvd., Suite 173, Wellington, Florida 33414

(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 11th day of OCTOBER, 2004.

Thomas Bernard Discoll III
General Partner

STATE OF Florida

COUNTY OF Palm Beach

On this 11th day of OCTOBER, 2004.

Thomas Bernard Discoll III, personally appeared before me,

☐ who is personally known to me

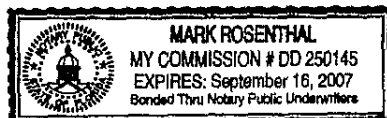
☒ whose identity I proved on the basis of DL D624 822 63 326 0

Mark Rosenthal
(Notary Public Signature)

Mark Rosenthal
(Notary's Printed Name)

Seal

My Commission Expires: 9/16/7



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NOTARY PUBLIC, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Thomas B. Driscoll, III
a general partner of NMH 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 \$ 10.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 10.00.

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 11th day of OCTOBER, 2004.

Thomas B. Driscoll III
General Partner

STATE OF Florida

COUNTY OF Palm Beach

On this 11th day of October, 2004

Thomas Bernard Driscoll III, personally appeared before me,

☐ who is personally known to me

☒ whose identity I proved on the basis of

DL 624 822 63 326

M-R-TH
(Notary Public Signature)

Mark Rosenthal
(Notary's Printed Name)

Seal

My Commission Expires: 9/16/7



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PALM BEACH COUNTY, FLORIDA