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Division of Corporations

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Florida Department of State
Division of Corporations
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From: Account Name : C T CORPORATION SYSTEM
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

FOREIGN LIMITED PARTNERSHIP

Everest PP Limited Partnership

Certificate of Status	0
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APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. Everest PF Limited Partnership
(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 16, 2004
(State of Formation) (Date of Formation)

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

6. 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation _____, Florida 33324
(City) (Zip Code)

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

CT Corporation System

By: _____
(Agent must sign on this line)

8. 1208 Orange Street, Wilmington, Delaware 19801

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

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

Everest PF GP, LLC _____ 1200 N. Ashland Avenue #522
M04-5659 _____ Chicago, Illinois 60622

10. 1200 N. Ashland Avenue #522, Chicago, Illinois 60622
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12,1300 N. Ashland Avenue #522

Chicago, Illinois 60622

(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 21st day of December, 2004

Michael W. Husman
General Partner*

STATE OF ILLINOIS

COUNTY OF COOK

On this 21st day of December, 2004

MICHAEL W. HUSMAN, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of WITNESSES

Kevin R. Wilson
(Notary Public Signature)

Kevin R. Wilson
(Notary's Printed Name)

OFFICIAL SEAL
KEVIN R. WILSON
Notary Public, State of Illinois
My Commission Expires 10/28/05

My Commission Expires: 10-28-05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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* Michael W. Husman, Executive Vice President of Everest PP Mezz, LLC, the member of Everest PP GP, LLC, the general partner of Everest PP Limited Partnership

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared _____
a general partner of Everest RP Limited Partnership, 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 \$ 999.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 100.00.

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 21st day of December, 2004.

Michael W. Husman
General Partner*

STATE OF ILLINOIS
COUNTY OF COOK

On this 21st day of December, 2004,

MICHAEL W. HUSMAN, personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of WITNESSES

Kevin R. Wilson
(Notary Public's Signature)

KEVIN R. WILSON
(Notary's Printed Name)

Seal My Commission Expires: 10-28-05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2004 DEC 23 AM 8:01

* Michael W. Husman, Executive Vice President of Everest RP Mezz, LLC, the member of Everest RP GP, LLC, the general partner of Everest RP Limited Partnership