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FOREIGN LIMITED PARTNERSHIP

MAKAIRA CAPITAL, LP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 24, 2005

BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.

SUBJECT: MAKAIRA CAPITAL, LP
REF: W05000009602

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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THE AFFIDAVIT MUST STATE THE EXACT AMOUNT OF CONTRIBUTIONS NOT 5,000 "OR MORE".

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FAX Attn. #: W05000045927
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2005 FEB 25 A 10:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. Makaira Capital, LP
(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. 1-14-05
(State of Formation) (Date of Formation)
5. Franz Tudor
(Name of Registered Agent for Service of Process)
6. 7284 W. Palmetto Park Rd., Ste. 301
(Street Address of Registered Office)
- Boca Raton Florida 33433
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:
[Signature]
(Agent must sign on this line)
8. 3500 S. Dupont Hwy., Dover, DE 19901
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
- FNT Management, LLC m05-1698
- 7284 W. Palmetto Park Rd., Ste. 301
- Boca Raton, FL 33433
10. 7284 W. Palmetto Park Rd., Ste. 301, Boca Raton, FL 33433
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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

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FILEDAFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED
PARTNERSHIP2005 FEB 25 A 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME the undersigned personally appeared Franz Tudor, manager/ FNT Management, LLC
a general partner of Makaira Capital, LP, a (an) _____
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 5,000 ~~25,000~~
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 5,000 ~~25,000~~

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 8th day of February, 2005.

FNT Management, LLC
General Partner Franz N. Tudor, manager

STATE OF Florida
COUNTY OF Broward

On this 8th day of February, 2005.

Franz N. Tudor, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

(Notary Public Signature)

(Notary's Printed Name)

Seal

My Commission Expires: _____

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Delaware

The First State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

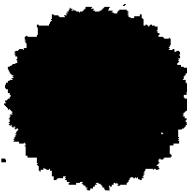
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAKATRA CAPITAL, LP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF FEBRUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MAKATRA CAPITAL, LP" WAS FORMED ON THE FOURTEENTH DAY OF JANUARY, A.D. 2005.

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

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050102419



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3670864

DATE: 02-08-05

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