

Division of Corporations

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Florida Department of State
Division of Corporations
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5/20 FOR LP

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MJH

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DIVISION OF CORPORATION

FOREIGN LIMITED PARTNERSHIP

The Harbourage Fund LP

Certificate of Status	0
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Estimated Charge	\$1,785.00

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

1. THE HARBOURAGE FUND 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

(State of Formation)

4. APRIL 15, 2005

(Date of Formation)

5. Michael Szafianski

(Name of Registered Agent for Service of Process)

6. 111 Kane Concourse - Suite 210

(Street Address of Registered Office)

Bay Harbor

(City)

Florida 33154

(Zip Code)

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

Michael Szafianski

By: _____

(Agent must sign on this line)

8. Corporation Trust Company, 1109 Orange Street, Wilmington, DE 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

HARBOURAGE CAPITAL MANAGEMENT LLC - 1111 Kane Concourse, Bay Harbor, FL 33154105-197610. 1111 Kane Concourse, Bay Harbor, FL 33154

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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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

05 MAY 20 PM 4:03

12 J111 Kane Concourse, Bay Harbor, FL 33154

(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 April, 2005.

Harbourage Capital Management LLC
General Partner

By: [Signature]
STATE OF NY Michael Szafranski
Managing Member

COUNTY OF NY

On this 21st day of April, 2005

Michael Szafranski personally appeared before me,

☒ who is personally known to me:

☐ whose identity I proved on the basis of _____

[Signature]
(Notary Public Signature)

(Notary's Printed Name)

IRA A. STERN
Notary Public, State of New York
No. 30-6728707
Qualified in Nassau County
Commission Expires March 30, 2008 C

Seal

My Commission Expires:

→ Ashm G

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Michael Szefanski, a managing member of
a general partner of THE HARBOURAGE FUND LP, 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 \$ 200,000,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 200,000,000.

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 21st day of April, 2005.

Harbourage Capital Management LLC

By: Michael Szefanski

General Partner
Michael Szefanski
Managing Member

STATE OF NY

COUNTY OF NY

On this 21st day of April, 2005.

Michael Szefanski, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

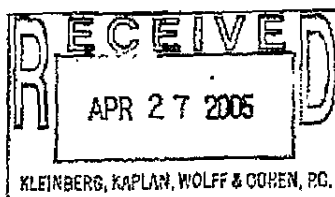
[Signature]
(Notary Public Signature)

IRA A. STURM
Notary Public, State of New York
No. 40-4783707
Qualified in Nassau County
Commission Expires March 30, 2006

(Notary's Printed Name)

Seal My Commission Expires _____

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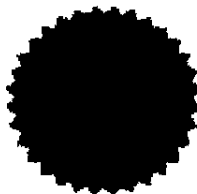
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE HARBOURAGE FUND 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 TWENTY-EIGHTH DAY OF APRIL, A.D. 2005.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3955837 8300

050345696

AUTHENTICATION: 3845198

DATE: 04-28-05