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FOREIGN LIMITED PARTNERSHIP

PHF Oceanfront LP

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

1. PHF Oceanfront 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. June 2, 2005
(State of Formation) (Date of Formation)
5. CT Corporation System
(Name of Registered Agent for Service of Process)
6. c/o CT Corporation System, 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: Connie Bryan, Special Agent, Security
(Agent must sign on this line)
8. c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street,
Wilmington, New Castle County, 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
PHF Florida GP LLC c/o Pyramid Advisors LLC
MOS-3158 One Post Office Square
Boston, MA 02109
10. c/o Pyramid Advisors LLC, One Post Office Square, Boston, MA 02109
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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

06/09/2005 05:58 FAX 6179462040

PYRAMID ADVISORS

2009

12. 66 Pyramid Advisors LLC, One Post Office Square, Boston, MA 02109

(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.

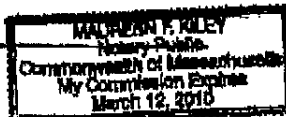
Signed this 9th day of June, 2005

General Partner Vice President of PHF Florida GP LLC

STATE OF MACOUNTY OF SuffolkOn this 9th day of June, 2005Warren Fields, personally appeared before me,☒ who is personally known to me☐ whose identity I proved on the basis of _____Maureen F. Kiley
(Notary Public Signature)Maureen F. Kiley
(Notary's Printed Name)

Seal

My Commission Expires

05 JUN 10 AM 10:36
TALLAHASSEE, FLORIDA

06/09/2005 08:58 FAX 6179462040

PYRAMID ADVISORS

0008

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Warren Q. Fields, Authorized Representative of PHF Florida GP, LLC
a general partner of PHF Oceanfront 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 \$ 1,725,888.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1,725,888.

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 9th day of June, 2005

[Signature]
General Partner
Vice President of PHF Florida GP, LLC, its General Partner

STATE OF MA

COUNTY OF Suffolk

On this 9th day of June, 2005

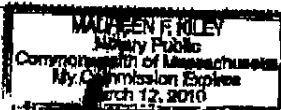
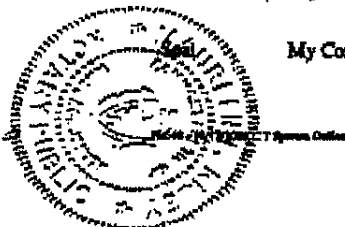
Warren Fields, personally appeared before me,

- ☒ who is personally known to me
☐ whose identity I proved on the basis of _____

Maureen F. Kiley
(Mary Public Signature)

Maureen F. Kiley
(Mary's Printed Name)

My Commission Expires:



05 JUN 10 AM 10:35
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