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FOREIGN LIMITED PARTNERSHIP

Palm Beach Capital Fund II, L.P.

Certificate of Status	0
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Page Count	05
Estimated Charge	\$1,785.00

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

1. Palm Beach Capital Fund II, 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. September 13, 2005
(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:
By: Judith B. Argao CT Corporation System Judith B. Argao
(Agent must sign on this line) (Asst. Secretary & V. President)
8. Corporation Trust Center, 1209 Orange Street
Wilmington, County of New Castle, Delaware
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS

<u>Palm Beach Capital GP II, LLC</u>	<u>180 Royal Palm Way, Suite 203</u>
	<u>Palm Beach, FL 33480</u>
10. 180 Royal Palm Way, Suite 203, Palm Beach, FL 33480
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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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12 180 Royal Palm Way, Suite 203Palm Beach, FL 33480

(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 14 day of SEPTEMBER, 2005Palm Beach Capital GP II, LLC, a DE limited liability company,
the General Partner of Palm Beach Capital Fund II, L.P.

General Partner

By: S.L.M.Shaun L. McGruder, Manager of
Palm Beach Capital Management II, LLC the
Manager of Palm Beach Capital GP II, LLCSTATE OF FLORIDACOUNTY OF PALM BEACHOn this 14 day of SEPTEMBER 2005Shaun L. McGruder personally appeared before me,☒ who is personally known to me☐ whose identity I proved on the basis of _____A. Schaefer
(Notary Public Signature)ANNA SCHAEFER
(Notary's Printed Name)

Anna K. Schaefer
Commission #DB269113
Expires: Nov 19, 2007
Bonded thru
Atlantic Bonding Co., Inc.

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OFFICE OF
CLERK OF FLORIDA

Seal

My Commission Expires: 11/19/2007

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIPBEFORE ME the undersigned personally appeared Palm Beach Capital GP II, LLCa general partner of Palm Beach Capital Fund II, L.P., a(n) Delaware

limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 150,000,000
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 150,000,000

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 14 day of SEPTEMBER, 2005L.M.M.

General Partner

Shaun L. McGruder, Manager of Palm Beach Management II, LLC,
the Manager of Palm Beach Capital GP II, LLCSTATE OF FLORIDACOUNTY OF PALM BEACHOn this 14 day of SEPTEMBER, 2005SHAUN MCGRUDER, personally appeared before me,

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

A. Schaffer
(Notary Public Signature)ANNA K. SCHAFER
(Notary's Printed Name)Anna K. Schaffer
Commission #DD269115
Expires: Nov 19, 2007
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Atlantic Bonding Co., Inc.

Seal

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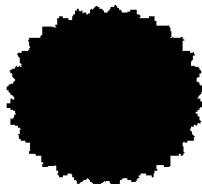
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PALM BEACH CAPITAL FUND II, L.P." 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 THIRTEENTH DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PALM BEACH CAPITAL FUND II, L.P." WAS FORMED ON THE THIRTEENTH DAY OF SEPTEMBER, A.D. 2005.

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

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TALLAHASSEE, FLORIDA



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4152194

DATE: 09-13-05