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CT CORP

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Division of Corporations

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Account Number : FCA000000023

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5-3-06.
Thank you!
Dewi*

FLORIDA/FOREIGN LP/LLP

CFLP CF&Co. I Holdings, L.P.

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PAGE 03/07

TRANSMISSION VERIFICATION REPORT

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FLORIDA/FOREIGN LP/LLP

CFLP CF&Co. I Holdings, L.P.

05/09/2006 10:26
850-205-0381

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5/4/2006 10:38

CT CORP

PAGE 001/001

Florida Dept of State

PAGE 02/07



May 4, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CT CORPORATION SYSTEM

SUBJECT: CELF CT&CO. I HOLDINGS, L.P.
REF: W06000020785

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.

The document must contain both the street address of the principal office and the mailing address of the entity.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

FAX Aud. #: H06000124805
Letter Number: 706A00031718

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06 MAY -9 AM 11:34
DIVISION OF CORPORATIONS

FILED
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DIVISION OF CORPORATIONS
06 MAY -3 AM 8:07

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP
TO TRANSACT BUSINESS IN FLORIDA**

1. CFLP CF&Co. I Holdings, L.P.

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)
Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P.
or LLLP.

(If name unavailable, name under which the limited partnership or limited liability limited partnership
proposes to register to transact business in Florida; must contain acceptable suffix.)

2. Delaware

(State or Country of Formation)

3. June 1, 2005

(Date of Formation)

4. CT Corporation System

(Name of Registered Agent for Service of Process)

5. 1200 South Pine Island Road, Plantation, Florida 33324

(Florida street address for Registered Agent)

6. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my duties,
and I am familiar with and accept the obligations of my position as registered agent.

CT Corporation System

By: [Signature]

Signature of Registered Agent

Sandra Ortega

Assistant Secretary

7. 110 East 59th Street

(Principal office address)

New York, NY 10022

8. If limited partnership is a limited liability limited partnership, check box ☐

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06 MAY -3 AM 8:07

9. 110 East 59th Street, New York, NY 10022

(Mailing address)

10. Name, principal office address, and mailing address of each general partner:

(Name)

(Street Address)

(Mailing Address)

#MD6000002542

CFLF CF&Co Holdings, LLC

(Name)

110 East 59th Street

(Street Address)

New York, NY 10022

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

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_____ (Name)	_____ (Street Address)
	_____ (Mailing Address)
_____ (Name)	_____ (Street Address)
	_____ (Mailing Address)

11. Effective date, if other than the date of filing: _____

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of the entity's records in the jurisdiction under the law of which it is organized.

Signed this 1st day of May 2006.

Signature of a general partner:


CFLP CFA Co Holdings, LLC: Stephen M. Merkel

Filing Fees:	\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

Delaware

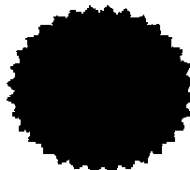
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CFLP CF&CO I HOLDINGS, 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 SECOND DAY OF MAY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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DIVISION OF CORPORATIONS
06 MAY -3 AM 8:07



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4712332

DATE: 05-02-06