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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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05/25/06--01045--003 \*\*1081.25

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2006 MAY 25 PM 3:28

EFFECTIVE DATE

5-25-06

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** CARNEGIE OPPORTUNITIES FUND, L.P.

(Name of Foreign Limited Partnership or Limited Liability Limited Partnership)

The enclosed application, certificate of status and fees are submitted to register a foreign limited partnership or limited liability limited partnership to transact business in Florida. Please return all correspondence concerning this matter to:

John Bartoletta

(Contact Person)

High Street Capital Managment, LLC

(Firm/Company)

12802 Tampa Oaks Blvd, Suite 405

(Address)

Tampa, FL 33637

(City, State and Zip Code)

For further information concerning this matter, please call:

John Bartoletta

(Name of Contact Person)

at ( 813 ) 910-2500

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

<input type="checkbox"/> \$1,000.00 Filing Fees (\$965 Filing Fee and \$35 Registered Agent Fee)	<input type="checkbox"/> \$1,008.75 Filing Fees and Certificate of Status	<input type="checkbox"/> \$1,052.50 Filing Fees and Certified Copy	<input checked="" type="checkbox"/> \$1,061.25 Filing Fee, Certified Copy, and Certificate of Status
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**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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5-25-06

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

1. CARNEGIE OPPORTUNITIES FUND, 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. October 10, 2005

(Date of Formation)

4. John Bartoletta, High Street Capital Managment, LLC

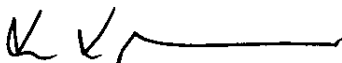
(Name of Registered Agent for Service of Process)

5. 12802 Tampa Oaks Blvd, Suite 405

(Florida street address for Registered Agent)

Tampa, FL 33637

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.



Signature of Registered Agent

7. 12802 Tampa Oaks Blvd, Suite 405

(Principal office address)

Tampa, FL 33637

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

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9. 12802 Tampa Oaks Blvd, Suite 405

(Mailing address)

Tampa, FL 33637

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

High Street Capital Managment, LLC

(Name)

12802 Tampa Oaks Blvd, Suite 405

(Street Address)

Tampa, FL 33637 MO5-725

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

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DIVISION OF CORPORATIONS

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


11. Effective date, if other than the date of filing: MAY 25, 2006

*(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, 20 06

Signature of a general partner:



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

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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARNEGIE OPPORTUNITIES 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-FOURTH DAY OF APRIL, A.D. 2006.

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

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SECRETARY OF STATE  
DIVISION OF CORPORATE AFFAIRS  
2006 MAY 25 PM 3:28



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

4043089 8300

AUTHENTICATION: 4688211

060375291

DATE: 04-24-06