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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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MAIL

(Business Entity Name)

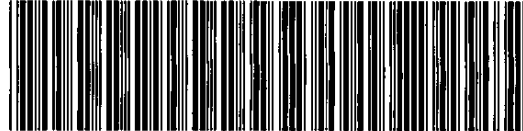
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 OCT 13 PM 1:15

ATTORNEYS AT LAW  
**SIMS MOSS KLINE & DAVIS LLP**

A Limited Liability Partnership

J. ERIC VAN ATTA  
Paralegal Specialist, Corporate & Securities  
(770) 481-7232  
Email: [jevanatta@smkdllaw.com](mailto:jevanatta@smkdllaw.com)

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October 12, 2006

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(212) 709-8255  
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129 Third Street  
Mineola, New York 11501  
(516) 739-9009  
FAX: (516) 739-9011

Division of Corporations  
Attn: Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32399

RE: State of Florida Foreign LP and Foreign LLC Registrations

Dear Sir or Madam:

Please find enclosed the following documents and checks submitted by each of the following entities in order to transact business in the State of Florida:

- 1) Submitted by **Silverthorne Partners, L.P** ("Silverthorne") - One original and one copy of the *Application by Foreign Limited Partnership for Authorization to Transact Business in Florida*, Delaware Good Standing certificate and check made payable to the *Department of State* for \$1,000.00.
- 2) Submitted by **Karpman Capital Management, LLC** ("Karpman") - One original and one copy of the *Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida*, Delaware Good Standing certificate and a check made payable to the *Department of State* for \$125.00.

Please note that Karpman is the general partner of Silverthorne, and as such, its application should be processed first in order for it to have an active registration or filing on file prior to the processing of Silverthorne's application.

I thank you in advance for your expedience in this matter. Please send the filing acknowledgments to my attention using the enclosed self-addressed stamped envelope. Should you have any questions and/or need additional information, please contact me at your earliest convenience.

Sincerely yours,

  
J. Eric Van Atta

JEV

Enclosures

cc: Kenneth B. Karpman (w/o enclosures)

ORIGINAL

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Silverthorne Partners, 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:

J. Eric Van Atta

(Contact Person)

Sims Moss Kline & Davis LLP

(Firm/Company)

Three Ravinia Drive, Suite 1700

(Address)

Atlanta, GA 30346

(City, State and Zip Code)

For further information concerning this matter, please call:

J. Eric Van Atta

at ( 770 ) 481-7232

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

<input checked="" 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 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

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

1. Silverthorne Partners, 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. December 2, 2005

(Date of Formation)

4. Kenneth B. Karpman

(Name of Registered Agent for Service of Process)

5. 2451 McMullen Booth Road, Suite 220

(Florida street address for Registered Agent)

Clearwater, FL 33759

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. 2451 McMullen Booth Road, Suite 220, Clearwater, FL 33759

(Principal office address)

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

9. 2451 McMullen Booth Road, Suite 220, Clearwater, FL 33759  
(Mailing address)

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

Karpman Capital Management, LLC

(Name)

MCW-57105

2451 McMullen Booth Road, Suite 220

(Street Address)

Clearwater, Florida 33759

2451 McMullen Booth Road, Suite 220

(Mailing Address)

Clearwater, Florida 33759

(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

_____	_____
(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 10 day of October, 20 06.

Signature of a general partner:

Kenneth B. Kayman

<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>

# Delaware

PAGE 1

## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SILVERTHORNE PARTNERS, 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 TENTH DAY OF OCTOBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SILVERTHORNE PARTNERS, L.P." WAS FORMED ON THE SECOND DAY OF DECEMBER, A.D. 2005.

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 OCT 13 PM 1:15



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060928575

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5101904

DATE: 10-10-06