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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850)205-0383

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
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TALLAHASSEE, FLORIDA

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FLORIDA/FOREIGN LP/LLP

FAIRHOLME ASSOCIATES, LP

Certificate of Status	0
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Help

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

1. Fairholme Associates, LP

(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 L.L.L.P.

(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. 11/15/2005

(Date of Formation)

4. Corporation Services Company

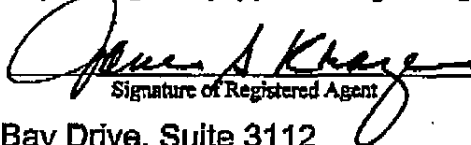
(Name of Registered Agent for Service of Process)

5. 1201 Hays Street

(Florida street address for Registered Agent)

Tallahassee, FL 32301

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. 1001 Brickell Bay Drive, Suite 3112

(Principal office address)

Miami, FL 33131

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

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9. 1001 Brickell Bay Drive, Suite 3112

(Mailing address)

Miami, FL 33131

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

Bruce R. Berkowitz

(Name)

1001 Brickell Bay Drive, Suite 3112

(Street Address)

Miami, FL 33131

1001 Brickell Bay Drive, Suite 3112

(Mailing Address)

Miami, FL 33131

(Name)

(Street Address)

(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)

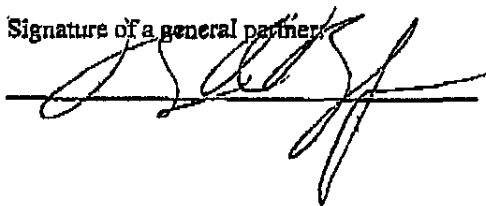
11. Effective date, if other than the date of filing: January 1, 2007

*(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 20 day of December 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 "FAIRHOLME ASSOCIATES, 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 TWENTIETH DAY OF DECEMBER, A.D. 2006.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FAIRHOLME ASSOCIATES, LP" WAS FORMED ON THE FIFTEENTH DAY OF NOVEMBER, A.D. 2005.

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TALLAHASSEE, FLORIDA



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061170785

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5297741

DATE: 12-20-06