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Florida Department of State
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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : CORPORATION SERVICE COMPANY/mcc
Account Number : I200000000195
Phone : (850)521-1000
Fax Number : (850)558-1575

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LP/LLP

GIS SmallCap Fung, LP

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

1. GIS SmallCap Fund, 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 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. August 31, 2006
(Date of Formation)

4. Corporation Service 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.

Corporation Service Company
By: Heather Chapman as its agent
Signature of Registered Agent

7. 101 Aragon Avenue
(Principal office address)

Coral Gables, Florida 33134

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

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9. 101 Aragon Avenue, Coral Gables, FL 33134

(Mailing address)

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

Leopoldo Guzman

(Name)

101 Aragon Avenue

(Street Address)

Coral Gables, Florida 33134

(Mailing Address)

(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 _____

(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 31 day of August, 2006

Signature of a general partner:



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Filing Fees: \$1,000.00 (8965 Filing Fee and \$35 Registered Agent Fee)
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GIS SMALLCAP 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 TWELFTH DAY OF JANUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GIS SMALLCAP FUND, LP" WAS FORMED ON THE THIRTY-FIRST DAY OF AUGUST, A.D. 2006.

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



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5350974

DATE: 01-12-07