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Division of Corporations

Fax Number : (850)205-0383

From:

Account Name : CORPDIRECT AGENTS, INC. Account Number : 110450000714

Phone : (850) 222-1173

Fax Number

: (850)224-1640

FLORIDA/FOREIGN LP/LLP

METAWORTH CAPITAL FUNDING, LP

| Certificate of Status | 0 |
|-----------------------|------------|
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APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR LIMITED LIABILITY LIMITED PARTNERSHIP TO TRANSACT BUSINES IN FLORIDA

| MetaWorth Capital Funding, 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.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 comain acceptable suffix.) | |
| _{2.} Delaware 3, 11/21/2006 | |
| (State or Country of Formation) (Date of Formation) | 27 |
| 4. Rebecca DiStefano, Esq. | FFB. |
| (Name of Registered Agent for Service of Process) | |
| 5 1200 N. Federal Highway, Suite 417 经营 4 | ά |
| (Florida street address for Registered Agent) | |
| - Baran Baran - Elizabatak - 1971 | |
| 그 그 그 그 그 그 그 그 그 그 그 그 그 그 그 그 그 그 그 | ည် |
| Signature of Registered Agent | |
| 7. 2715 North Australian Avenue, Suite A | |
| (Principal office address) | |
| West Palm Beach, FL 33407 | |
| 8. If limited partnership is a limited liability limited partnership, check box | |

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| 9. 2715 North Australian Aver | nue, Suite A | |
|--|---|--------------|
| West Palm Beach, FL 33407 | | |
| 10. Name, principal office address, and ma | ailing address of each general partner: | |
| MetaWorth Asset Management, LLC | 2715 North Australian Avenue, St | uite A |
| (Name) | West Palm Beach, FL 33407 | |
| | M0700000747 (Mailing Address) | |
| | | |
| (Name) | (Street Address) | , |
| | | |
| | (Mailing Address) | |
| | | 07 F |
| (Name) | (Street Address) | FEB -8 |
| | (Mailing Address) | A , T |
| | TAILE TAILE | 9. £3 |
| (Name) | (Street Address) | |
| | (Mailing Address) | |

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| (Name) | (Street Address) | |
|---|---|---|
| | (Mailing Address) | |
| (Name) | (Street Address) | 355 |
| • | (Mailing Address) | CRETA |
| | (waning Address) | - F. S. |
| | | TATE ORIDA |
| 11. Effective date, if other than the date of | filing: | · |
| to the delivery of this application to | ence duly authenticated, not more than 90 d the Florida Department of State, by the Sec y of the entity's records in the jurisdiction t | retary of |
| Signed this day | February , ₂₀ 07 | · |
| Signature of a general partner: | | |
| | | |

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "METAWORTH CAPITAL FUNDING, 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 SIXTH DAY OF FEBRUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "METAWORTH CAPITAL FUNDING, LP" WAS FORMED ON THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2006.

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

07 FEB -8 AM 9: 44
SECRETARY OF STATE
TALL AHASSEF FLORINA

4247256 8300 070132**4**99



Varnet Smith Hindson

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5412374

DATE: 02-06-07

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