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Florida Department of State
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FLORIDA/FOREIGN LP/LLLP

Advantage Capital Equity Fund II, LP

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Help

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

1. Advantage Capital Equity Fund II, LP

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix) Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., L.P., 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. 6-11-08

(Date of Formation)

4. Randy S. Miller

(Name of Registered Agent for Service of Process)

5. 841 Prudential Drive, 10th Floor

(Florida street address for Registered Agent)

Jacksonville, FL 32207

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.

X Randy S. Miller Signature of Registered Agent

7. 841 Prudential Drive, 10th Floor

(Principal office address)

Jacksonville, FL 32207

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

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9. 841 Prudential Drive, 10th Floor

(Mailing address)

Jacksonville, FL 32207

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

Randy S. Miller

(Name)

841 Prudential Drive, 10th Floor

(Street Address)

Jacksonville, FL 32207

(Mailing Address)

Lane T. Bacon

(Name)

841 Prudential Drive, 10th Floor

(Street Address)

Jacksonville, FL 32207

(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 30TH day of JUNE, 20 08

Signature of a general partner:

Randy J. Miller, CEO - ADVANTAGE CAPITAL FUND I, LP

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Filing Fees:	\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
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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 "ADVANTAGE CAPITAL EQUITY FUND II, 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 FIRST DAY OF JULY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ADVANTAGE CAPITAL EQUITY FUND II, LP" WAS FORMED ON THE FOURTEENTH DAY OF NOVEMBER, A.D. 2007.

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



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080746480

You may verify this certificate online at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6700090

DATE: 07-01-08

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