

1308000000197

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

W08-41649

A. LUNT

SEP 15 2008

EXAMINER

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09/05/08--01032--009 \*\*1000.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 8, 2008

TORII K. GOAR  
1630 RINGLING BLVD.  
SARASOTA, FL 34236

SUBJECT: PHOENIX CAPITAL OPPORTUNITY FUND, LP  
Ref. Number: W08000041649

We have received your document for PHOENIX CAPITAL OPPORTUNITY FUND, LP and your check(s) totaling \$1000.00. However, the enclosed document has not been filed and is being returned for the following correction:

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability limited partnership must have an active registration/filing on file with this office before this filing can be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt  
Regulatory Specialist II

Letter Number: 208A00049117

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FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Phoenix Capital Opportunity Fund, LP  
(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:

Torii K. Goar  
(Contact Person)  
Phoenix Capital Opportunity Fund, LP  
(Firm/Company)  
1630 Ringling Blvd.  
(Address)  
Sarasota FL 34236  
(City, State and Zip Code)

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For further information concerning this matter, please call:

Torii K. Goar at (941) 951-0787  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$1,000.00 Filing Fees  
(965 Filing Fee and  
\$35 Registered Agent  
Fee)  
☐ \$1,008.75 Filing Fees  
and Certificate of  
Status  
☐ \$1,052.50 Filing Fees  
and Certified Copy  
☐ \$1,061.25 Filing Fee,  
Certified Copy, and  
Certificate of Status

**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. Phoenix Capital Opportunity 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 3. 4-1-2004  
(State or Country of Formation) (Date of Formation)

4. Edwin B. Kagan, P.A.  
(Name of Registered Agent for Service of Process)

5. 2709 Rocky Point Dr. Ste 102 Tampa, FL 33607  
(Florida street address for Registered Agent)

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]  
Signature of Registered Agent

7. 11630 Ringling Blvd  
(Principal office address)  
Sarasota, FL 34236

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

_____ (Name)	_____ (Street Address)
	_____ (Mailing Address)
_____ (Name)	_____ (Street Address)
	_____ (Mailing Address)

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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  
 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 3rd day of September, 20 08.

Signature of a general partner:  
[Signature]

Managing Director of  
 PCOF Partners, LLC  
 Sole General Partner of  
 Phoenix Capital Opportunity Fund, LP

**Filing Fees:** \$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)  
**Certified Copy (optional):** \$52.50  
**Certificate of Status (optional):** \$8.75

9. 1630 Ringling Blvd.  
(Mailing address)  
Sarasota, FL 34236

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

PCOF Partners, LLC 1630 Ringling Blvd.  
(Name) (Street Address)  
Sarasota, FL 34236  
Same.  
(Mailing Address)  
MO8-7161

(Name)	(Street Address)
(Mailing Address)	(Mailing Address)
(Name)	(Street Address)
(Mailing Address)	(Mailing Address)
(Name)	(Street Address)
(Mailing Address)	(Mailing Address)

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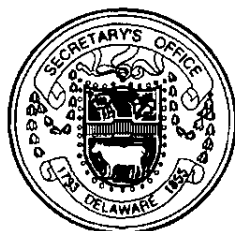
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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHOENIX CAPITAL OPPORTUNITY 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 THIRD DAY OF SEPTEMBER, A.D. 2008.



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080917735

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6826494

DATE: 09-03-08