

BO9000000182

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

(Business Entity Name)

(Document Number)

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Certificates of Status

Special Instructions to Filing Officer:

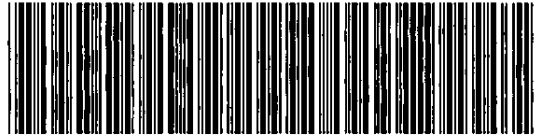
L. SELLERS

DEC -4 2009

EXAMINER

[REDACTED]

Office Use Only



200162198322

10/30/09--01031--007 **1061.25

FILED
09 DEC -3 AM 8:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MatlinPatterson Capital Management L.P.
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:

Lawrence M. Teitelbaum, Chief Financial Officer

Contact Person

MatlinPatterson Capital Management L.P.

Firm/Company

520 Madison Avenue, 35th floor

Address

New York, New York 10022

City, State and Zip Code

teitelbaum@mpasset.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lawrence M. Teitelbaum

Name of Contact Person

at (212)

651-9500

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 2, 2009

LAWRENCE M. TEITELBAUM
520 MADISON AVENUE, 35TH FLOOR
NEW YORK, NY 10022

SUBJECT: MATLINPATTERSON CAPITAL MANAGEMENT L.P.
Ref. Number: W09000048634

We have received your document for MATLINPATTERSON CAPITAL MANAGEMENT L.P. and your check(s) totaling \$1061.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 709A00034536

MATLINPATTERSON CAPITAL MANAGEMENT L.P.
MATLINPATTERSON DOF GP LLC
520 Madison Avenue, 35th floor
New York, New York 10022

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Application of MatlinPatterson Capital Management L.P.

Dear Ms. Sellers:

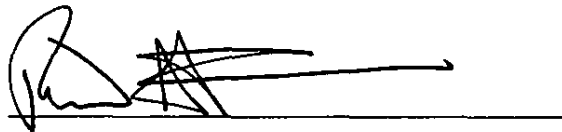
Pursuant to your letter, dated November 2, 2009 (enclosed herewith), as well as pursuant to our telephone conversation of November 12, 2009, enclosed, please find an application for MatlinPatterson DOF GP LLC, the General Partner of MatlinPatterson Capital Management.

In addition, please find an additional check in the amount of one hundred twenty-five dollars (\$125.00) for this new filing.

Please let me know should you require anything further. I can be reached at (212) 651-9502 or posner@mpasset.com.

Thank you for your attention to this matter.

MATLINPATTERSON CAPITAL MANAGEMENT L.P.

A handwritten signature in black ink, appearing to read 'Rapahel A. Posner', is written over a horizontal line.

Rapahel A. Posner

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

1. MatlinPatterson Capital Management L.P.

(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.

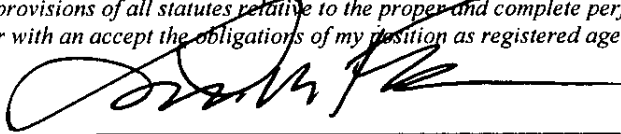
2. Delaware 3. October 9, 2006
State or Country of Formation Date of Formation

4. Lawrence M. Teitelbaum
Name of Registered Agent for Service of Process

5. 5401 S. Kirkman Road, Suite 336
Florida street address for Registered Agent

Orlando, Florida 32819

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. 520 Madison Avenue, 35th floor
Principal office address

New York, New York 10022

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

<hr/> Name	<hr/> Street Address
	<hr/>
	<hr/> Mailing Address
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<hr/> Name	<hr/> Street Address
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	<hr/> Mailing Address
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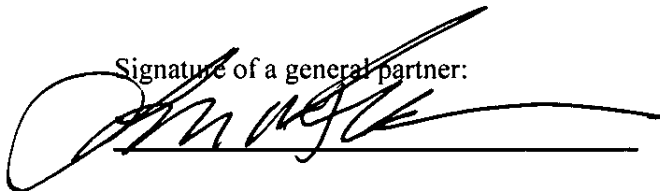
11. Effective date, if other than the date of filing: _____.

(Effective date cannot be prior to nor more than 90 days after the date this document 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 26th day of October, 20 09.

Signature of a general partner:



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

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MATLINPATTERSON CAPITAL MANAGEMENT L.P." 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 TWENTY-SECOND DAY OF OCTOBER, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MATLINPATTERSON CAPITAL MANAGEMENT L.P." WAS FORMED ON THE TENTH DAY OF OCTOBER, A.D. 2006.

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



4232679 830

090955798

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7597525

DATE: 10-22-09