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Division of Corporations

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FLORIDA/FOREIGN LP/LLLP HEATHLAND CAPITAL PARTNERS, L.P.

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Page Count	05
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r LLEP.	d Partnership suffixes: Limited Liability Limited Par	incromp, C.L.L.
(If name unavailable, name unde proposes to register to t	er which the limited partnership or limited liability fin ransact business in Florida; must contain acceptable :	nited partnership suffix.)
Delaware	3. May 18, 2004	
(State or Country of Four	nation) (Date of Formation)	with:
Andrew J. Armstrong		0
(Name	of Registered Agent for Service of Process)	
1240 U.S. Highway 1, S	Suite 100	MAR -3
	rida street address for Registered Agent)	<u> </u>
North Palm Beach, Floric	da 33408	
omply with the provisions of all sta nd I am familiar with an accept the	as registered agent and agree to act in this capacity thates relative to the proper and complete performance obligations of my position as registered agent. Signature of Registered Agent	I further of the factor of my transfer of my transf
	200, Chatham, New Jersey 07928	

Page 1 of 3

(Mailing address)				
10. Name, principal office address, and mailing address of each general partner:				
Heathland Asset Management I. (Name)	10 Town Square, Suite 200			
	(Street Address) Chatham, New Jersey 07928			
	M1000000984 (Mailing Address)			
(Name)	(Street Address)			
	(Mailing Address)			
(Nanie)	(Street Address)			
	(Mailing Address)			
(Name)	(Street Address)			
	(Mailing Address)			

Page 2 of 3

(Name)	(Sweet Address)	
	(Mailing Address)	
(Nanic)	(Street Address)	
	(Mailing Address)	
		10 M
11. Effective date, if other than the date of fifing:		MAR -
(Effective date cannot be prior to nor more the filed by the Florida Department of State.)	han 90 days after the date this documents	-3 AM 8:
12. Attached is a certificate of existence duly to the delivery of this application to the Floris State or other official having custody of the claw of which it is organized.	da Department of State, by the Secretary of	8: 47
Signed this day of _Marc	<u>20 10</u>	
Signature of a general partner:		
Filing Fees: \$1.000.0	90 (\$965 Filing Fee and \$35 Registered Agent Fee)	
Certified Copy (optional): \$52.50 Certificate of Status (optional): \$8.75	A (make the and any treglatered vigett Lee)	

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Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEATHLAND CAPITAL PARTNERS, 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 SECOND DAY OF MARCH, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HEATHLAND CAPITAL PARTNERS, LP" WAS FORMED ON THE EIGHTEENTH DAY OF MAY, A.D. 2004.

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

8300

100237980

AUTHENT CATION: 7843557

DATE: 03-02-10

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