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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:
Division of Corporations
Fax Number : (850) 617-6383

From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1515

**Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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2010 AUG -3 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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10 AUG -3 PM 3:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FLORIDA/FOREIGN LP/LLP
OUTPOINT CAPITAL, LP**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$1,000.00

A. LUNT

AUG - 4 2010

Electronic Filing Menu

Corporate Filing Menu

EXAMINER

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

1. Outpoint Capital, 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

(State or Country of Formation)

3. February 28, 2005

(Date of Formation)

4. Jordan A. Grayson

(Name of Registered Agent for Service of Process)

5. 4755 Technology Way, Suite #202

(Florida street address for Registered Agent)

Boca Raton, Florida 33431

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.

Jordan A. Grayson

By: Jordan A.

Signature of Registered Agent

7. 4755 Technology Way, Suite #202, Boca Raton, Florida 33431

(Principal office address)

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

F
I
L
E
D

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9. _____ Same as above
(Mailing address)

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

Outpoint GP, LLC
(Name)

4755 Technology Way
Suite #202 (Street Address)

Boca Raton, Florida 33431
m1 - 34949 (Mailing Address)

(Name)

(Street Address)

(Name)

(Street Address)

(Name)

(Street Address)

96-IV-A (14-93)

Page 2 of 3

2010 AUG -3 AM 10:31
SCHOOL DISTRICT OF
TALLAHASSEE, FLORIDA

三

(Name)

(Street Address)

(Name)

(Street Address)

11. Effective date, if other than the date of filing: Not applicable

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

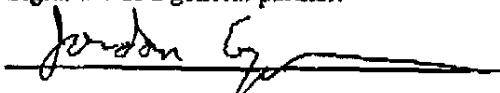
2010 AUG -3 AM 10:31
S. L. K. H. R. Y. J. F. S. T. E. A. T. E. M. I. S. S. I. L. L. A. H. A. S. S. E. E. F. L. O. R. I. D. A.

FILED

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 8th day of July, 20 10.

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 "OUTPOINT CAPITAL, 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 AUGUST, A.D. 2010.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OUTPOINT CAPITAL, LP" WAS FORMED ON THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2005.

3932654 8300

100794374

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

Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8147964

DATE: 08-02-10