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(Requestor's Name)

\_\_\_\_\_  
(Address)

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(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. LEWIS  
AUG 17 2011  
EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** ROSSROCK FUND II 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:

James H. Ross

Contact Person

Rossrock LLC

Firm/Company

150 East 52nd Street, 27th Floor

Address

New York, NY 10022

City, State and Zip Code

jross@rossrock.com

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

For further information concerning this matter, please call:

Wilhelmina M. Estevez

Name of Contact Person

at ( 212 ) 888-2720

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- |   |   |  |   |
|---|---|--|---|
| <input type="checkbox"/> \$1,000.00 Filing Fees<br>(\$965 Filing Fee and<br>\$35 Registered Agent<br>Fee) | <input type="checkbox"/> \$1,008.75 Filing Fees<br>and Certificate of<br>Status | <input checked="" type="checkbox"/> \$1,052.50 Filing Fees<br>and Certified Copy | <input type="checkbox"/> \$1,061.25 Filing Fee,<br>Certified Copy, and<br>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. Rossrock 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., 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. April 21, 2006  
Date of Formation

4. Name of Registered Agent for Service of Process and Florida Street Address:

Marsha Rydberg, Esq.

c/o Rydberg Law Firm, P.A.

201 N. Franklin St., Suite 1625, Tampa, FL 33602

5. 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. Principle Office: (Florida Street Address)

c/o Marsha Rydberg, Esq.

201 N. Franklin St., Suite 1625

Tampa, FL 33602

8. Mailing Address:

c/o Rossrock LLC

150 East 52nd Street, 27th Floor

New York, NY 10022

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

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

Name of General Partner: Rossrock Fund II GP LLC

M11 000004112

Name of General Partner: \_\_\_\_\_

Street Address: 150 East 52nd Street, 27th Floor

Street Address: \_\_\_\_\_

New York, NY 10022

Mailing Address: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

Name of General Partner: \_\_\_\_\_

Name of General Partner: \_\_\_\_\_

Street Address: \_\_\_\_\_

Street Address: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

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Name of General Partner: \_\_\_\_\_ Name of General Partner: \_\_\_\_\_

Street Address: \_\_\_\_\_ Street Address: \_\_\_\_\_

Mailing 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 11th day of August, 2011.

  
Signature of a general partner

The individual signing this document affirm that the facts stated herein are true and the individual is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Delaware

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## *The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROSSROCK 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 FIFTH DAY OF AUGUST, A.D. 2011.

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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8951355

DATE: 08-05-11