

B11 0000000180

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

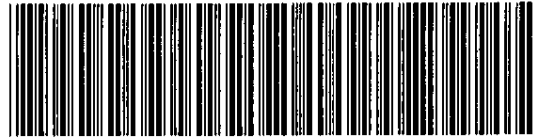
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DEC 9 2011

EXAMINER



100214723691

12/09/11--01029--003 **105.00

RECEIVED
11 DEC -9 AM 11:56
DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 DEC -9 PM 3:02

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 DEC -9 PM 3:02

CONTACT: KATIE WONSCH

DATE: 12/09/2011

REF. #: 0002040.158522

CORP. NAME: AP GROWTH FUND, L.P.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 542534 FOR \$ 105.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
11 DEC -9 PM 3:02

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PENTA MEZZANINE FUND I, L.P.
Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Seth Ellis

Contact Person

Penta Mezzanine Fund I, L.P.

Firm/Company

20 North Orange Ave., Suite 804

Address

Orlando, Florida 32801

City, State and Zip Code

sellis@floridamezz.com

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

For further information concerning this matter, please call:

Seth Ellis

Name of Contact Person

at (407)

648-5097

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$52.50 Filing Fee

☐ \$61.25 Filing Fee
and Certificate of
Status

☒ \$105.00 Filing Fee
and Certified Copy

☐ \$113.75 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

**AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
11 DEC -9 PM 3:02

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:

AP GROWTH FUND, L.P.

2. The jurisdiction of its formation is: Delaware

3. The date the entity was authorized to transact business in Florida is: September 23, 2011

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

Penta Mezzanine Fund I, L.P.

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.

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

Business Address:

Penta Mezzanine Fund I GP, LLC

20 North Orange Ave., Ste. 804

Orlando, Florida 32801

L11060098144

6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

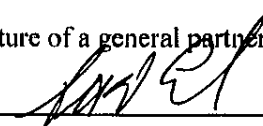
☐ The entity elects to be a limited liability limited partnership.

☐ The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. 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.)

Signature of a general partner:



Typed or printed name:

Seth Ellis, Manager

Filing Fee:	\$52.50
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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AP GROWTH FUND, L.P.", CHANGING ITS NAME FROM "AP GROWTH FUND, L.P." TO "PENTA MEZZANINE FUND I, L.P.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 2011, AT 10:31 O'CLOCK A.M.

5039636 8100

111229563

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9180365

DATE: 11-28-11

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:34 AM 11/28/2011
FILED 10:31 AM 11/28/2011
SRV 111229563 - 5039636 FILE

STATE OF DELAWARE
AMENDMENT TO THE CERTIFICATE OF
LIMITED PARTNERSHIP

The undersigned, desiring to amend the Certificate of Limited Partnership pursuant to the provisions of Section 17-202 of the Revised Uniform Limited Partnership Act of the State of Delaware, does hereby certify as follows:

FIRST: The name of the Limited Partnership is AP GROWTH FUND, L.P.

SECOND: Article 1 of the Certificate of Limited Partnership shall be amended as follows: the name of the Limited Partnership is changed from AP Growth Fund, L.P. to PENTA MEZZANINE FUND I, L.P.

THIRD: Article 3 of the Certificate of Limited Partnership shall be amended as follows: the name and mailing address of the general partner of the Limited Partnership are changed from AP Growth Fund GP, LLC, 20 North Orange Ave., Ste. 804, Orlando, Florida 32801 to PENTA MEZZANINE FUND I GP, LLC, 20 North Orange Ave., Ste. 804, Orlando, Florida 32801.

IN WITNESS WHEREOF, the undersigned executed this Amendment to the Certificate of Limited Partnership on this 21 day of November, 2011.

By: Penta Mezzanine Fund I GP, LLC

General Partner

By: 

Name: Seth Ellis, Manager