

# B12000000244

\_\_\_\_\_  
(Requestor's Name)

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

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

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

☐ PICK-UP

☐ WAIT

☐ MAIL

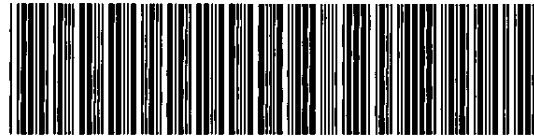
\_\_\_\_\_  
(Business Entity Name)

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

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

C. LEWIS

OCT 24 2012

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 390177 7909465

AUTHORIZATION :

*Spurlockman*

COST LIMIT : \$ ~~1008.75~~ \$1061.25

ORDER DATE : October 23, 2012

ORDER TIME : 11:03 AM

ORDER NO. : 390177-005

CUSTOMER NO: 7909465

FOREIGN FILINGS

NAME: PENTA MEZZANINE SBIC FUND I,  
L.P.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Stephanie Milnes -- EXT# 52920

EXAMINER: \_\_\_\_\_

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Penta Mezzanine SBIC Fund I, 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:

**Seth Ellis**

Contact Person

**Penta Mezzanine SBIC Fund I, L.P.**

Firm/Company

**20 North Orange Avenue, Suite 1550**

Address

**Orlando, Florida 32801**

City, State and Zip Code

**sellis@pentamezz.com**

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

For further information concerning this matter, please call:

**Seth Ellis**

at ( **407** ) **648-5097**

Name of Contact Person

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

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

2012 OCT 23 AM 9:53

1. Penta Mezzanine SBIC Fund I, 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

State or Country of Formation

3. October 22, 2012

Date of Formation

4. Federal Employer Identification Number: 46-1240656

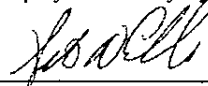
5. Name of Registered Agent for Service of Process and Florida Street Address:

Seth Ellis

20 North Orange Avenue, Suite 1550

Orlando, Florida 32801

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. Principal Office:

20 North Orange Avenue, Suite 1550

Orlando, Florida 32801

8. Mailing Address:

20 North Orange Avenue, Suite 1550

Orlando, Florida 32801

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: Penta Mezzanine SBIC Fund I GP, LLC

Li2000133771  
Name of General Partner:

Street Address: 20 North Orange Avenue, Suite 1550

Street Address:

Orlando, Florida 32801

Mailing Address:

Mailing Address:

Name of General Partner:

Name of General Partner:

Street Address:

Street Address:

Mailing Address:

Mailing Address:

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

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

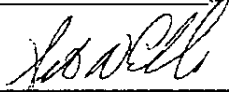
Mailing Address: \_\_\_\_\_ Mailing Address: \_\_\_\_\_

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 23RD day of October, 2012.



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>

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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# Delaware

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## *The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PENTA MEZZANINE SBIC FUND I, 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. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PENTA MEZZANINE SBIC FUND I, L.P." WAS FORMED ON THE TWENTY-SECOND DAY OF OCTOBER, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5230891 8300

121152033

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9933494

DATE: 10-22-12