

**B13000000046**

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 : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

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

Email Address: \_\_\_\_\_

**FLORIDA/FOREIGN LP/LLP  
ESL INVESTMENT MANAGEMENT, L.P.**

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

**FEB 25 2013  
B. KOHR**

**RECEIVED  
13 FEB 22 PM 4:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: ESL Investment Management, 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:

Adrian Maizey

Contact Person

Rand Group LLC

Firm/Company

200 Greenwich Avenue

Address

Greenwich, CT 06830

City, State and Zip Code

adrian@randgp.com

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

For further information concerning this matter, please call:

Adrian Maizey

Name of Contact Person

at ( 203 ) 861 4600

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

<input type="checkbox"/> \$1,000.00 Filing Fees (\$965 Filing Fee and \$35 Registered Agent Fee)	<input type="checkbox"/> \$1,008.75 Filing Fees and Certificate of Status	<input type="checkbox"/> \$1,052.50 Filing Fees and Certified Copy	<input type="checkbox"/> \$1,061.25 Filing Fee, Certified Copy, and Certificate of Status
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**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

FILED  
13 FEB 22 AM 6:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1. ESL Investment Management, 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 LLP.

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. May 10, 1996

Date of Formation

4. Federal Employer Identification Number: 06-1456822

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

CT Corporation System

1200 South Pine Island Road

Plantation, Florida 33324

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.

By:

CT Corporation System

**Jeffrey Kagan**  
Vice President

Signature of Registered Agent

7. Principal Office:

1170 Kane Concourse

Suite 200

Bay Harbor, FL 33154

8. Mailing Address:

1170 Kane Concourse

Suite 200

Bay Harbor, FL 33154

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: ESL Investment Management (GP), L.L.C.

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

Street Address: 1170 Kane Concourse, Suite 200

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

Bay Harbor, FL 33154

Mailing Address: 1170 Kane Concourse, Suite 200

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

Bay Harbor, FL 33154

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

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

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

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

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

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

FILED  
13 FEB 22 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

M1300000979

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 21 day of February, 20 13



Signature of a general partner

Edward S. Lampert, Managing Member of ESL Investment Management (GP), L.L.C.

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.

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

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## *The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ESL INVESTMENT MANAGEMENT, 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-FIRST DAY OF FEBRUARY, A.D. 2013.

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

2622922 8300

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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0232371

DATE: 02-21-13