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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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RE-SUBMIT

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

Please retain original filing date of submission GP Qua

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/LLLP
ESPARTNERS, L.P.**

| | |
|-----------------------|------------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 04 05 |
| Estimated Charge | \$1,000.00 |

Art'n: Deborah

Grace

Please file 2nd After GP Qual

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Corporate Filing Menu

Help



December 31, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION

SUBJECT: ES PARTNERS, L.P.
REF: W12000063874

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability limited partnership must have an active registration/filing on file with this office before this filing can be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Deborah Bruce
Regulatory Specialist II

FAX Aud. #: H12000303719
Letter Number: 512A00030606

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P.O BOX 6327 - Tallahassee, Florida 32314

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

1. BSL Partners, 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. 10/16/1989 Date of Formation

4. Federal Employer Identification Number: 22-2875193

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: Connie Bryan Signature of Registered Agent
 CT Corporation System
 Assistant Secretary

7. Principal Office:
1170 Kane Concourse
Suite 200
Bay Harbor, Florida 33154

8. Mailing Address:
1170 Kane Concourse
Suite 200
Bay Harbor, Florida 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: <u>RBS Partners, L.P.</u> | Name of General Partner: _____ |
| Street Address: <u>1170 Kane Concourse, Suite 200</u> | Street Address: _____ |
| <u>Bay Harbor, Florida 33154</u> | _____ |
| Mailing Address: <u>1170 Kane Concourse, Suite 200</u> | Mailing Address: _____ |
| <u>Bay Harbor, Florida 33154</u> | _____ |
| Name of General Partner: _____ | Name of General Partner: _____ |
| Street Address: _____ | Street Address: _____ |
| _____ | _____ |
| Mailing Address: _____ | Mailing Address: _____ |
| _____ | _____ |

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 TALLAHASSEE FLORIDA

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Name of General Partner: _____ Name of General Partner: _____

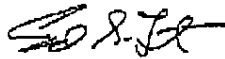
Street Address: _____ Street Address: _____

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 27 day of December, 2012



Signature of a general partner

Edward S. Lumpert, CEO of ESL Investments, Inc., the general partner of RES Partners, L.P., the general partner of ESL Partners, L.P. The individual signing this document affirms 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 |

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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 "ESL PARTNERS, 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-EIGHTH DAY OF DECEMBER, A.D. 2012.


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

2210571 8300

121399861

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0103871

DATE: 12-28-12