

Feb 16 2015

file second  
do not separate  
please

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 502920 7546912

AUTHORIZATION :

COST LIMIT : \$ 1,000.00

ORDER DATE : February 13, 2015

ORDER TIME : 3:55 PM

ORDER NO. : 502920-015

CUSTOMER NO: 7546912

FOREIGN FILINGS

NAME: PRCM ADVISERS L.P.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

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

COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: PRCM Advisers 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:

Karen Urman

Contact Person

Pine River Capital Management L.P.

Firm/Company

601 Carlson Parkway, Suite 330

Address

Minnetonka, MN 55305

City, State and Zip Code

legalsupport@prcm.com

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

For further information concerning this matter, please call:

Karen Urman

at (612) 238.3343

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

<input checked="" 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

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

1. PRCM Advisers 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. DE

State or Country of Formation

3. 12/18/2013

Date of Formation

4. Federal Employer Identification Number: 46-4400030

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

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

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.

Corporation Service Company

By:

[Signature]  
Signature of Registered Agent

**Courtney Williams**  
**Asst. Vice President**

7. Principal Office:

c/o Pine River Capital Management L.P.

8625 Tamiami Trail N

Naples, FL 34108

8. Mailing Address:

c/o Pine River Capital Management L.P.

601 Carlson Parkway, Suite 330

Minnetonka, MN 55305

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: Pine River GP LLC

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

Street Address: c/o Pine River Capital Management

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

601 Carlson Parkway, Suite 330

Mailing Address: Minnetonka, MN 55305

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

same as above

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

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

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

FILED  
2015 FEB 13 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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: 1/1/2015  
*(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 13 day of February, 20 15.

 **Jeff Stolt**  
 Chief Financial Officer:  
 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 (\$965 Filing Fee and \$35 Registered Agent Fee)</b>
<b>Certified Copy (optional):</b>	<b>\$52.50</b>
<b>Certificate of Status (optional):</b>	<b>\$8.75</b>

**FILED**  
**2015 FEB 13 AM 10:11**  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

# Delaware

PAGE 1

*The First State*

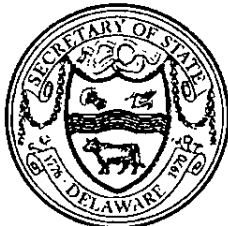
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRCM ADVISERS L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF FEBRUARY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PRCM ADVISERS L.P." WAS FORMED ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 2013.

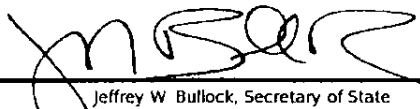
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

5452204 8300

150197880



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: 2121543

DATE: 02-13-15