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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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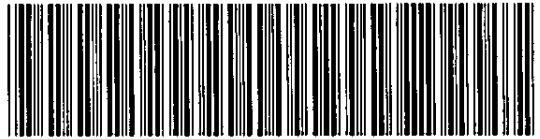
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2016 FEB -2 AM 10:00

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SUFFICIENCY OF FILMS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALLY
EXAMINER
FEB - 3

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

ACCOUNT NO. : I20000000195
REFERENCE : 980358 4804708
AUTHORIZATION : 
COST LIMIT : \$ 1,000.00

ORDER DATE : January 29, 2016
ORDER TIME : 10:02 AM
ORDER NO. : 980358-005
CUSTOMER NO: 4804708

FOREIGN FILINGS

NAME: SOUTHOCEAN MULTI-STRATEGY
ALTERNATIVES FUND, LP

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SouthOcean Multi-Strategy Alternatives Fund, LP

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:

Susan G. Schneider

Contact Person

Seward & Kissel LLP

Firm/Company

One Battery Park Plaza

Address

New York, New York 10004

City, State and Zip Code

dhorvitz@southoceancapital.com

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

For further information concerning this matter, please call:

Susan G. Schneider

at (

212

)

574-1389

Name of Contact Person

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

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

FILED

2016 FEB -2 AM 10:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. SouthOcean Multi-Strategy Alternatives Fund, LP

(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. December 29, 2015

Date of Formation

4. Federal Employer Identification Number: _____

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 of Registered Agent

Melissa Zender

Asst. Vice President

7. Principal Office:

401 E. Las Olas Boulevard

Suite 2220

Fort Lauderdale, FL 33301

8. Mailing Address:

401 E. Las Olas Boulevard

Suite 2220

Fort Lauderdale, FL 33301

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: SouthOcean Capital

Name of General Partner: _____

Street Address: Partners GP, LLC

Street Address: _____

401 E. Las Olas Blvd., Suite 2220

Mailing Address: Fort Lauderdale, FL 33301

Mailing Address: _____

Same as above

Name of General Partner: _____

Name of General Partner: _____

Street Address: _____

Street Address: _____

Mailing Address: _____

Mailing Address: _____

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2016 FEB -2 AM 10:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Page 1 of 2

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 28th day of January, 20 16



Signature of a general partner

SouthOcean Capital Partners GP, LLC
General Partner

By: _____

David Horvitz, Authorized Person of the
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.

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

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHOCEAN MULTI-STRATEGY ALTERNATIVES FUND, LP" 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 FIRST DAY OF FEBRUARY, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SOUTHOCEAN MULTI-STRATEGY ALTERNATIVES FUND, LP" WAS FORMED ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2015.

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

FILED
2016 FEB -2 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



5921237 8300

SR# 20160518930

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


Jeffrey W. Bullock, Secretary of State

Authentication: 201762095

Date: 02-01-16