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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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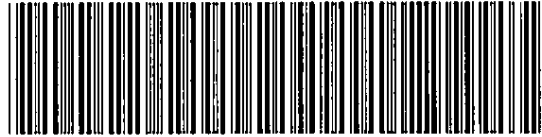
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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MAR 07 2018

Y SULKER

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

ACCOUNT NO. : I20000000195

REFERENCE : 095846 4804708

AUTHORIZATION :



COST LIMIT : \$ 1000.00

ORDER DATE : March 5, 2018

ORDER TIME : 3:05 PM

ORDER NO. : 095846-010

CUSTOMER NO: 4804708

FOREIGN FILINGS

NAME: SOUTHOCEAN PRIVATE EQUITY
PARTNERS II, 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: Roxanne Turner -- EXT# 62969

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SouthOcean Private Equity Partners II, 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:

Yvette Yun

Contact Person

Seward & Kissel LLP

Firm/Company

One Battery Park Plaza, 24th Floor

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:

Yvette Yun

at (212) 574-1411

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**

1. SouthOcean Private Equity Partners II, L.P.

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., L.P. 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. February, 2018

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.

By: Roxanne Turner
Corporation Service Company

Signature of Registered Agent

Roxanne Turner
Asst. Vice President

7. Principal Office:

401 E. Las Olas Boulevard

Suite 2220

Fort Lauderdale, Florida 33301

8. Mailing Address:

401 E. Las Olas Boulevard

Suite 2220

Fort Lauderdale, Florida 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 Investment Partners GP, LLC

Name of General Partner: _____

Street Address: 401 E. Las Olas Boulevard, Suite 2220

Street Address: _____

Fort Lauderdale, Florida 33301

Mailing Address: 401 E. Las Olas Boulevard, Suite 2220

Mailing Address: _____

Fort Lauderdale, Florida 33301

Name of General Partner: _____

Name of General Partner: _____

Street Address: _____

Street Address: _____

Mailing Address: _____

Mailing Address: _____

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

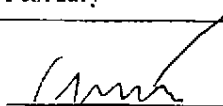
Street Address: _____ Street Address: _____

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.)
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 27th day of February, 2018



Signature of a general partner

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

18 MAR - 6 AM 9:49
FILED
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHOCEAN PRIVATE EQUITY PARTNERS II, 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 SIXTH DAY OF MARCH, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SOUTHOCEAN PRIVATE EQUITY PARTNERS II, LP" WAS FORMED ON THE FIFTH DAY OF MARCH, A.D. 2018.

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

18 MAR - 6 AM 9:49
FILED
DELAWARE



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SR# 20181733177

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

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 202265033

Date: 03-06-18