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COGENCYGLOBAL

115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
866.625.0838
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Date: **April 4, 2018**

Account#: I200000000088

Name: **Marisa Kugelman**

Reference #: **D315911**

Entity Name: **GRUSS GMO PARTNERS, LP**

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: **\$1,000.00**

Signature: *Marisa Kugelman*

© CORPORATE HQ
COGENCY GLOBAL INC.
10 E 40th ST., 10th FL
NY, NY 10016
800.221.0102
+1.212.947.7200

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COGENCY GLOBAL (UK) LIMITED
REGISTERED IN ENGLAND & WALES
REGISTRY 1591072
6 BEVIS MARKS, 1st FL
LONDON EC3A 7BA
+44 (0)20.3786.1090

© ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
INFINITUS PLAZA, 12th FL
199 DES VOEUX RD CENTRAL
HONG KONG
+852.3975.1803



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

1. GRUSS GMO PARTNERS, 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. APRIL 3, 2018

Date of Formation

4. Federal Employer Identification Number: APPLIED FOR

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

MARTIN D. GRUSS

777 S Flagler Drive, Suite 801E

West Palm Beach, Florida 33401

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.

/s/ Martin D. Gruss

Signature of Registered Agent

7. Principal Office:

777 S Flagler Drive, Suite 801E

West Palm Beach, Florida 33401

8. Mailing Address:

777 S Flagler Drive, Suite 801E

West Palm Beach, Florida 33401

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: Evergreen Advisors, LLC

Name of General Partner: M10000000261

Street Address: 777 S Flagler Drive, Suite 801E

Street Address: _____

West Palm Beach, Florida 33401

Mailing Address: _____

Mailing Address: _____

Name of General Partner: _____

Name of General Partner: _____

Street Address: _____

Street Address: _____

Mailing Address: _____

Mailing Address: _____

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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.)

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 4th day of April, 2018

EVERGREEN ADVISORS, LLC

By: /s/ Bhash Lalta

Signature of a general partner

Bhash Lalta, Vice President

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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Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRUSS GMO PARTNERS, 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 FOURTH DAY OF APRIL, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GRUSS GMO PARTNERS, LP" WAS FORMED ON THE THIRD DAY OF APRIL, A.D. 2018.

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



6828604 8300

SR# 20182425824

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

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 202448311

Date: 04-04-18