

FO2000002137

Requester's Name	
Address	
City/State/Zip	Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
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*****87.50 *****87.50
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

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| <input type="checkbox"/> Walk in | <input type="checkbox"/> Pick up time _____ | <input type="checkbox"/> Certified Copy |
| <input type="checkbox"/> Mail out | <input type="checkbox"/> Will wait | <input type="checkbox"/> Certificate Status |
| | | <input type="checkbox"/> Photocopy |

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR 99 AM 10:18
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FO2-2137
R

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 17, 2002

JAMES DEBEVEC II
209 NORTH FORT LAUDERDALE BEACH BLVD.
PENTHOUSE F
FORT LAUDERDALE, FL 33304-4339

SUBJECT: ABSOLUTE VALUE CAPITAL MANAGEMENT, INC.
Ref. Number: W02000010809

We have received your document for ABSOLUTE VALUE CAPITAL MANAGEMENT, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1150.00.

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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 802A00022887

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Absolute Value Capital Management, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

James Debevec II
(Name of Person)

Absolute Value Capital Management, Inc.
(Firm/Company)

209 North Fort Lauderdale Beach Boulevard Penthouse F
(Address)

Fort Lauderdale, FL 33304-4339
(City/State and Zip code)

For further information concerning this matter, please call:

James Debevec II at (954) 9764-6758
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

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Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

| \$ |

ABSOLUTE VALUE CAPITAL MANAGEMENT, INC.

209 North Fort Lauderdale Beach Boulevard Penthouse F

Fort Lauderdale, FL 33304-4339

Voice: (954) 764-6758

Fax: (954) 764-6759

www.absolutevaluefund.com

james@absolutevaluefund.com

April 23, 2002

Tammi Cline
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
(850) 245-6020

Dear Tammi:

Hello. Per our phone conversation this morning this letter is an Affidavit that I have not done business in Florida.

In fact, the whole purpose of this exercise is to get registered in the state of Florida so I can open up a bank account here so I CAN do business in Florida. The bank won't let me open up an account unless you send me the items I requested and it is quite difficult to do business in Florida unless I have a bank account. In Line 6 of the application which I sent to you about two weeks ago, I wrote that I started doing business in Florida on November 6, 2001. I made a mistake and should have put "Upon Qualification". The reason for this error is I simply interpreted it as when I started the business period. I am the sole employee here and by no means a legal expert so I am doing this best job that I can. I apologize for any inconveniences this may have cause you.

If you have any questions, do not hesitate to call me at any time.

Thank you in advance.

Cordially,



James Debevec II

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Absolute Value Capital Management, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. EIN # 60-0002730

(FEI number, if applicable)

4. September 19, 2001

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. November 6, 2001

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 209 North Fort Lauderdale Beach Boulevard Penthouse F Fort Lauderdale, FL 33304

(Principal office address)

209 North Fort Lauderdale Beach Boulevard Penthouse F Fort Lauderdale, FL 33304

(Current mailing address)

8. Management Company of Absolute Value Fund LLLP

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT accepted)

Name: James Debevec II

Office Address: 209 North Fort Lauderdale Beach Boulevard, Penthouse F

Fort Lauderdale

(City)

33304-4334

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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.

James Debevec II

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

SECRETARY OF STATE
FLORIDA

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman:

James Debevec II

Address:

209 North Fort Lauderdale Beach Boulevard Penthouse F
Fort Lauderdale, FL 33304-4339

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President:

James Debevec II

Address:

209 North Ft. Lauderdale Beach Blvd PH-F
Ft. Lauderdale, FL 33304-4339

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

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TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

James Debevec II
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

James Debevec II

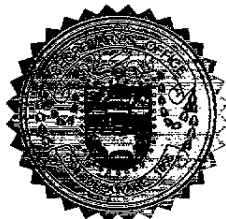
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ABSOLUTE VALUE CAPITAL MANAGEMENT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2002.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3436833 8300

AUTHENTICATION: 1694766

020204114

DATE: 03-28-02