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2006 MAY 25 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Hampton MAY 31 2006

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: CARNEGIE INVESTMENT FUND, LTD (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:

John Bartoletta

(Name of Person)

High Street Capital Management, LLC

(Firm/Company)

12802 Tampa Oaks Blvd, Suite 405

(Address)

Tampa, FL 33637

(City/State and Zip code)

For further information concerning this matter, please call:

John Bartoletta

(Name of Person)

at (813) 910-2500

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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

**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. CARNEGIE INVESTMENT FUND, LTD (INC)

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. British Virgin Islands

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

3. n/a

(FEI number, if applicable)

4. February 22, 2006

(Date of incorporation)

5. Perpetual

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

6. March 1, 2006

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. c/o Kaufman Rossin Fund Services, LLC 2699 S. Bayshore Drive, Miami, FL 33133

(Principal office address)

12802 Tampa Oaks Blvd, Suite 405, Tampa, FL 33637

(Current mailing address)

8. To engage in any act or activity that is not prohibited under any law

(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 NOT acceptable)

Name: High Street Capital Management, LLC

Office Address: 12802 Tampa Oaks Blvd, Suite 405

Tampa

(City)

, Florida 33637

(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.



(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.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: John Bartoletta

Address: 12802 Tampa Oaks Blvd, Suite 405
Tampa, FL 33637

Director: Dave Sims

Address: P.O. Box 972 Road Town
Tortola, British Virgin Islands

B. OFFICERS

President: _____

Address: _____

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. 

(Signature of Director or Officer listed in number 12 of the application)

14. John Bartoletta, Director

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

**TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE BVI BUSINESS COMPANIES ACT, 2004**

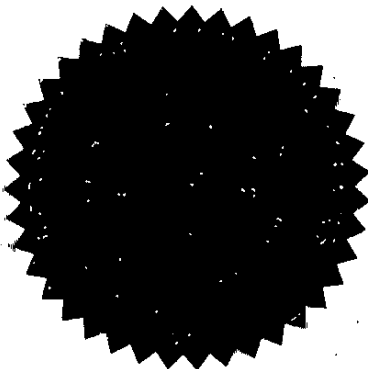
CERTIFICATE OF GOOD STANDING (SECTION 235)

**The Registrar of Corporate Affairs of the British Virgin Islands
HEREBY CERTIFIES that, pursuant to the BVI Business Companies
Act, 2004,**

Carnegie Investment Fund, Ltd.

BVI COMPANY NUMBER 1012185

- 1. Is on the Register of Companies;**
- 2. Has paid all fees, annual fees and penalties that are due and payable;**
- 3. Has not filed articles of merger or consolidation that have not become effective;**
- 4. Has not filed articles of arrangement that have not yet become effective;**
- 5. Is not in voluntary liquidation; and**
- 6. Proceedings to strike the name of the company off the Register of Companies have not been instituted.**



BBC0027

REGISTRAR OF CORPORATE AFFAIRS

5th day of May, 2006