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Florida Department of State
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Account Name : C T CORPORATION SYSTEM
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FOREIGN PROFIT/NONPROFIT CORPORATION

Park Shore Opportunity Fund Ltd. Company

Certificate of Status	0
Certified Copy	0
Page Count	05
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TALLAHASSEE, FLORIDA

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1/28/2008

**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. Park Shore Opportunity Fund Ltd. Company

(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. Cayman Islands

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

3. 98-0560225

(FEI number, if applicable)

4. 09/12/2007

(Date of incorporation)

5. Perpetual

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

6. _____

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

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

c/o Campbell Corporate Services Limited, 4th Floor, Scotia Center, PO Box 268, Grand Cayman,

7. KY1 1104, Cayman Islands

(Principal office address)

same as above.

(Current mailing address)

**8. To acquire and hold investments and any lawful act or activity for which corporations may be
organized under the laws of the state of Florida.**

(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

(City)

(Zip code)

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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.

CT Corporation System

By: T. J. [Signature]

TRACI HOUCK

SPECIAL ASSISTANT SECRETARY

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

A. DIRECTORS

Chairman: NA
Address: _____

Vice Chairman: NA
Address: _____

Director: Dan E. Baer
Address: c/o Park Shore Partners LLC, 3838 Tamiami Trail North, Naples, FL 34103

Director: _____
Address: _____

B. OFFICERS

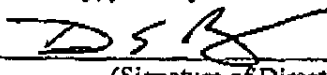
President: The Corporation has no officers.
Address: _____

Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

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. Dan E. Baer, Director
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

CB-195030

Certificate of Incorporation

I, **MERIANE E. RIVERS-WOODS**, Assistant Registrar of the Cayman Islands
DO HEREBY CERTIFY, pursuant to the Companies Law, CAP. 22:02, that all requirements of the said
Law in respect of registration have been complied with by
Parkshore Operating Fund Ltd.
an Exempted Company incorporated under the Cayman Islands with limited liability with effect from
the 13th day of September, Two Thousand Seven

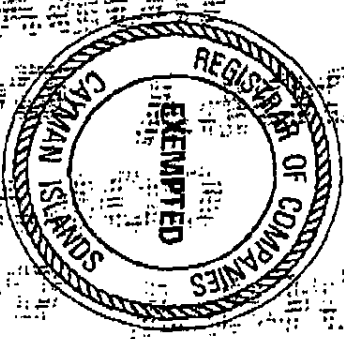
Given under my hand and Seal at George Town in the
Island of Grand Cayman this 12th day of September
Two Thousand Seven

CERTIFIED TO BE A TRUE AND CORRECT COPY

Signed
Joy A. Kunkle
Assistant Registrar

Date 10 January 2008

Assistant Registrar of Companies,
Cayman Islands



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TALLAHASSEE, FLORIDA
CB-195030

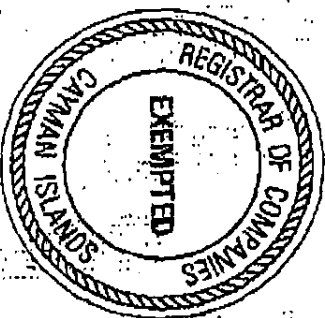
Certificate of Good Standing

I DO HEREBY CERTIFY that

a company duly organized and existing under and by virtue of the Laws of the Cayman Islands as of the date of this certificate in Good Standing with the official records of the Cayman Islands, the powers vested in the company.

TO WHOM IT MAY CONCERN
Park Street Opportunity Fund Ltd.

Given under my hand and Seal at George Town the
Island of Grand Cayman this 5th day of January 1991
Two Thousand Eight



An Authorised Officer,
Registrar of Companies,
Cayman Islands