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(Address)

(City/State/Zip/Phone #)

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DIVISION OF CORPORATIONS
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2/26/14

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: NCP Fund I Holdings, 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," or "Certificate of Good Standing" 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:

Marshall Burchard

Name of Person

Northlight Capital Partners LLC

Firm/Company

64 Wall Street Suite 212

Address

Norwalk, CT 06850

City/State and Zip code

mburchard@nlightcp.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Marshall Burchard

Name of Person

at (646) 8736547

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:

- | | | | |
|---|--|---|--|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input checked="" type="checkbox"/> \$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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

16 AUG 28 AM 9:14

1. **NCP Fund I Holdings, 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. **Delaware**

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

3. **46-5009468**

(FEI number, if applicable)

4. **02/05/2014**

(Date of incorporation)

5. **perpetual**

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

6. **08/28/2014**

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. **One Commerce Center - 1201 Orange Street #600, Wilmington, DE 19899**

(Principal office address)

c/o Northlight Capital Partners LLC, 64 Wall Street Suite 212, Norwalk, CT 06850

(Current mailing address)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: **InCorp Services, Inc.**

Office Address: **17888 67th Court North**

Loxahatchee

(City)

, Florida **33470**

(Zip code)

9. 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.

 **Heather Nee for InCorp Services, Inc.**
(Registered agent's signature)

10. 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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Michael B Gerig

Address: Northlight Capital Partners LLC, 64 Wall Street Suite 212, Norwalk, CT 06850

Director: _____

Address: _____

B. OFFICERS

President: Michael B Gerig

Address: Northlight Capital Partners LLC, 64 Wall Street Suite 212, Norwalk, CT 06850

Vice President: Marshall Burchard

Address: Northlight Capital Partners LLC, 64 Wall Street Suite 212, Norwalk, CT 06850

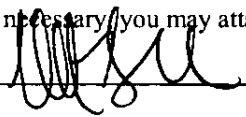
Secretary: Mark Hirschhorn

Address: Northlight Capital Partners LLC, 64 Wall Street Suite 212, Norwalk, CT 06850

Treasurer: Robert Woods

Address: Northlight Capital Partners LLC, 64 Wall Street Suite 212, Norwalk, CT 06850

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

12. 

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she 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.

13. Marshall Burchard

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

Delaware

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The First State

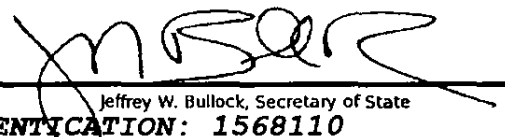
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NCP FUND I HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF JULY, A.D. 2014.



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1568110

DATE: 07-25-14