

LU5000049386

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

(Business Entity Name)

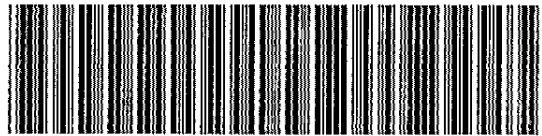
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 378331 7287682

AUTHORIZATION

Patricia Pigato

COST LIMIT : \$ 155.00

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05 MAY 18 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 18, 2005

ORDER TIME : 11:18 AM

ORDER NO. : 378331-005

CUSTOMER NO: 7287682

CUSTOMER: Gail E. Muraca, Paralegal
Cohn Birnbaum & Shea P.c.

12th Floor
100 Pearl Street
Hartford, CT 06103-4500

DOMESTIC FILING

NAME: PROSPECT MANAGEMENT GROUP LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sarah Crutchfield - EXT. 2921

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

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TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

Prospect Management Group LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

177 Broad Street
Stamford, CT 06901

Mailing Address:

c/o Prospect Capital Group
177 Broad Street
Stamford, CT 06901

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Corporation Service Company
Name
1201 Hays Street
Florida street address (P.O. Box NOT acceptable)
Tallahassee FLORIDA 32301
City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes..

Corporation Service Company

By: Deborah D. Skipper
Registered Agent's Signature

Deborah D. Skipper
Asst. V. Pres.

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Alexander D. Walker, III

c/o Prospect Capital Group

177 Broad St., Stamford, CT 06901

MGRM

Lance B. Lundberg

c/o Prospect Capital Group

177 Broad St., Stamford, CT 06901

MGRM

Geoffrey Disston

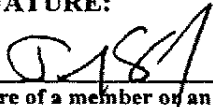
c/o Prospect Capital Group

177 Broad St., Stamford, CT 06901

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

By: Richard J. Shea, Jr., authorized representative

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)