

MO1000000257

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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(Business Entity Name)

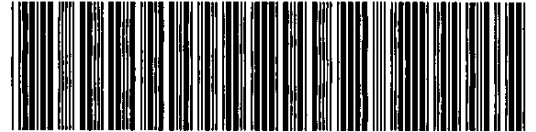
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FILED
14 JUL -7 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FL 32399

JUL 08 2014

S. YOUNG

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ZG Asset Management, LLC
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

millie Calderon
Name of Person

Victus Capital Management, LLC
Firm/Company

921 Walnut St. #300
Address

Boulder, CO 80302
City/State and Zip Code

mcalderon@victuscapitalmgt.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

millie Calderon at (303) 545-2631
Name of Person Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- ☐ \$25 Filing Fee ☒ \$30 Filing Fee & Certificate of Status ☐ \$55 Filing Fee & Certified Copy ☐ \$60 Filing Fee, Certificate of Status & Certified Copy

FILED
14 JUL -7 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability Company as it appears on the records of the Florida Department of State: ZG Asset Management, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: 1/30/01

SECTION II (4-7 complete only the applicable changes)

4. New name of the limited liability company: _____
(must contain "Limited Liability Company," "LLC," or "LLC.")

Victus Capital Management, LLC

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must contain "Limited Liability Company," "LLC," or "LLC.")

5. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:
n/a
6. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(e), indicate that change: n/a

7. Attached is an original certificate, if required: no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

Al Zwan

Signature of the authorized representative

Al Zwan

Typed or printed name of signer

Filing Fee: \$25.00

FILED
14 JUL -7 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ZG ASSET MANAGEMENT, LLC", CHANGING ITS NAME FROM "ZG ASSET MANAGEMENT, LLC" TO "VICTUS CAPITAL MANAGEMENT, LLC", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF OCTOBER, A.D. 2012, AT 7:23 O'CLOCK P.M.

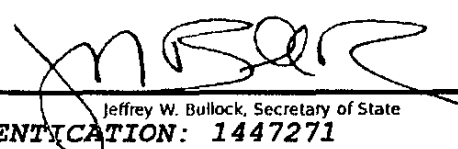
FILED
14 JUL -7 PM 4:13
SECRETARY OF STATE
DELAWARE

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140729229

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1447271

DATE: 06-12-14

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:23 PM 10/11/12
FILED 07:23 PM 10/11/12
SRV 121122198 - 3218247

SECOND CERTIFICATE OF AMENDMENT

FOR

ZG ASSET MANAGEMENT, LLC

The undersigned, desiring to further amend the Certificate of Formation of ZG Asset Management, LLC, does hereby certify as follows:

FIRST. The name of the limited liability company is ZG Asset Management LLC.

SECOND. The Certificate of Formation of the limited liability company is hereby further amended to change the name of the limited liability company. Article FIRST of the Certificate of Formation is therefore amended and restated in its entirety as follows:

"FIRST. The name of the limited liability company is Victus Capital Management, LLC."

IN WITNESS WHEREOF, the undersigned has executed this Second Amendment to the Certificate of Formation on this 9th day of October, 2012.

/s/ Bryan Zwan
Name: Bryan Zwan
Title: Authorized Person

14 JUL -7 20 4:10
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FILED