

From:

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2/30/2007 16:38 #001 P.001/004

Division of Corporations

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Florida Department of State
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Account Name : NATIONAL CORPORATE RESEARCH, LTD.
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FOREIGN LIMITED LIABILITY COMPANY

HMD PARTNERS GP II, L.L.C.

Certificate of Status	0
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DIVISION OF CORPORATION

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05 DEC 30 AM 8:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IAN - 3 2006

From:

12/30/2005 16:38 #001 P.002/004

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. HMD PARTNERS GP II, L.L.C.
(Name of Foreign Limited Liability Company)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. 7-26-05
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. HMD PARTNERS GP II, L.L.C., c/o Schulte Roth & Zabel LLP
919 Third Avenue NY NY, 10022
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

<u>Peter Darrow, Member</u>	<u>c/o Schulte Roth & Zabel LLP, 919 Third Avenue</u>	<u>New York</u>	<u>NY</u>	<u>10022</u>
<u>Abel Halpern, Member</u>	<u>c/o Schulte Roth & Zabel LLP, 919 Third Avenue</u>	<u>New York</u>	<u>NY</u>	<u>10022</u>
<u>Federico Minoli, Member</u>	<u>c/o Schulte Roth & Zabel LLP, 919 Third Avenue</u>	<u>New York</u>	<u>NY</u>	<u>10022</u>

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida:

General Partner of a private Investment Fund.

Peter Darrow
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Peter Darrow
Typed or printed name of signee

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TALLAHASSEE, FLORIDA

From:

12/30/2005 16:39 #001 P.003/004

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

HMD PARTNERS GP II, L.L.C.

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

National Corporate Research, Ltd., Inc.

(Name)

515 East Park Avenue

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL

32301

City/State/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.



(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Delaware

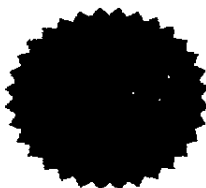
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HMD PARTNERS GP II, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF DECEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HMD PARTNERS GP II, L.L.C." WAS FORMED ON THE TWENTY-SIXTH DAY OF JULY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4415487

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DATE: 12-30-05

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