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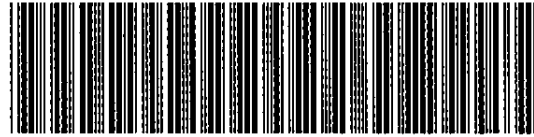
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07 MAY 17 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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155 Office Plaza Drive, Suite A Tallahassee, FL 32301

PHONE: (850) 216-0457; FAX: (850) 216-0460

DATE: 05-17-07

NAME: COMVEST III PARTNERS LLC

TYPE OF FILING: APPLICATION TO TRANSACT BUSINESS

COST: \$155

RETURN: CERTIFIED COPY

ACCOUNT: FCA0000000015

AUTHORIZATION:  ABIE PAUL HODGE

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TALLAHASSEE, FLORIDA

**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. ComVest III Partners LLC
(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. April 11, 2007
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. not applicable
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. One North Clematis Street, Suite 300, West Palm Beach, FL 33401
(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:
Michael S. Falk, One North Clematis Street, Suite 300, West Palm Beach, FL 33401
Robert L. Priddy, One North Clematis Street, Suite 300, West Palm Beach, FL 33401
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: Investment Fund Management

Cecilio Rodriguez
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.)

Cecilio Rodriguez, Authorized Representative

Typed or printed name of signee

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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:

ComVest III Partners LLC

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

NRAI Services, Inc.

(Name)

2731 Executive Park Drive, Suite 4

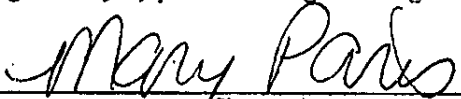
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Weston

FL 33331

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)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMVEST III PARTNERS LLC" 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 SEVENTEENTH DAY OF MAY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COMVEST III PARTNERS LLC" WAS FORMED ON THE ELEVENTH DAY OF APRIL, A.D. 2007.

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

4332462 8300

070579909



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5684854

DATE: 05-17-07