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(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

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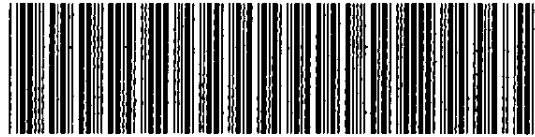
L. SELLERS

JUN 30 2008

EXAMINER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 JUN 30 PM 4:20

FILED

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Gator Capital Management, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Derek Pilecki

(Name of Person)

Gator Capital Management, LLC

(Firm/Company)

3001 N Rocky Point Dr E, 2nd Floor

(Address)

Tampa, FL 33607

(City/State and Zip Code)

For further information concerning this matter, please call:

Derek Pilecki

(Name of Person)

at (813) 282-7870

(Area Code & Daytime Telephone Number)

MAILING ADDRESS:

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

\$125.00 Filing Fee \$130.00 Filing Fee & Certificate of Status \$155.00 Filing Fee & Certified Copy \$160.00 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 16, 2008

DEREK PILECKI
3001 N. ROCKY POINT DRIVE E.
2ND FLOOR
TAMPA, FL 33607

SUBJECT: GATOR CAPITAL MANAGEMENT, LLC
Ref. Number: W08000029110

We have received your document for GATOR CAPITAL MANAGEMENT, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence or certificate of good standing, which usually consists of a single sheet of paper, that clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence or certificate of good standing from the same office that provided you with the certified copy.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 908A00036696

**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. Gator Capital Management, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

Gator Capital, 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 include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware 3. 26-2325167
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 4/2/2008 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. will not do business until registration is received
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 3001 N Rocky Point Dr E, 2nd Floor
Tampa, FL 33607
(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:

Derek Pilecki
3001 N Rocky Point Dr E, 2nd Floor
Tampa, FL 33607

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: registered investment advisor

Derek S. Pilecki
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.)
Derek S. Pilecki
Typed or printed name of signee

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JUN 30 PM 4:20
TAMPA, FLORIDA

WRITTEN CONSENT TO ADOPT ALTERNATE NAME FOR USE IN THE STATE OF FLORIDA

We, the undersigned, do hereby certify that we are the Managers and/or Managing Members of Gator Capital Management, LLC
(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of Delaware
(State or Country of Organization)

Because the name of this foreign limited liability company does not satisfy the requirements of the s. 608.406, F.S., the limited liability company hereby adopts the following name to transact business in the state of Florida:

Gator Capital, LLC
(Name to be used by limited liability company in Florida. NOTE: Name must end with Limited Liability Company, L.L.C., or LLC.)

Date: 6/12/2008

Signature(s) of Manager(s) and/or Managing Member(s):

Don S. Perry

2008 JUN 30 PM 4: 20
FILED

FILED

**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:

Gator Capital Management, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

Gator Capital, LLC

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

Derek Pilecki

(Name)

3001 N Rocky Point Dr E, 2nd Floor

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

Tampa, FL 33607

FL

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.

Derek Pilecki

(Signature)

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

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

2008 JUN 30 PM 4:20

FILED

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GATOR CAPITAL MANAGEMENT, 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 TWENTY-FOURTH DAY OF JUNE, A.D. 2008.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GATOR CAPITAL MANAGEMENT, LLC" WAS FORMED ON THE SECOND DAY OF APRIL, A.D. 2008.

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2008 JUN 30 PM 4:20
SECRETARY'S OFFICE
TALLMANSSEET PL DMH



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

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6682614

DATE: 06-24-08