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**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address:

jeff@guardsmanwms.com

Foreign Limited Liability Company  
Guardsman Core Value Fund GP, LLC

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AUG - 3 2011

EXAMINER

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

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

1. The name of the company is Guardsman Core Value Fund GP, LLC.
2. The company was organized under the laws of the State of Delaware.
3. The FEI number, if applicable, is \_\_\_\_\_.
4. The company was organized on June 24, 2011.
5. The company shall exist perpetually.
6. The date which the company first transacted business in Florida is: upon filing.
7. The company's principal address is 5111 Ocean Boulevard, Suite F, Sarasota, FL 34242.
8. The company is manager-managed.
9. The name and usual business addresses of the managing members or managers are as follows:

Jeffrey McCurdy  
5111 Ocean Boulevard, Suite F  
Sarasota, FL 34242

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.
11. The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the State of Florida.
12. The name and address of the company's registered agent is: Jeffrey McCurdy - 5111 Ocean Boulevard, Suite F, Sarasota, FL 34242.

By:   
Jeffrey McCurdy, Manager

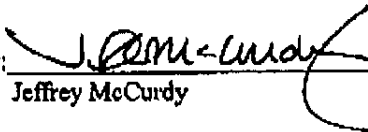
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## ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

By:   
Jeffrey McCurdy

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GUARDSMAN CORE VALUE FUND GP, 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 FIRST DAY OF AUGUST, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GUARDSMAN CORE VALUE FUND GP, LLC" WAS FORMED ON THE TWENTY-FOURTH DAY OF JUNE, A.D. 2011.

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

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8940787

DATE: 08-01-11