

# #11200005980

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 617-6383

From:

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Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

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## Foreign Limited Liability Company H.I.G. Whitehorse Advisers, LLC

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
| Certified Copy        | 0        |
| Page Count            | 01       |
| Estimated Charge      | \$125.00 |

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K. SALY  
EXAMINER  
OCT 25 2012

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** H.I.G. WhiteHorse Advisors, 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:

Richard Siegel

*Name of Person*

H.I.G. WhiteHorse Advisors, LLC

*Firm/Company*

1450 Brickell Avenue, 31st Floor

*Address*

Miami, Florida 33131

*City/State and Zip Code*

rsiegel@higocapital.com

*E-mail address: (to be used for future annual report notification)*

For further information concerning this matter, please call:

Richard Siegel

*Name of Person*

at 305

379 - 2322

*Area Code & Daytime Telephone Number*

**MAILING ADDRESS:**

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

**STREET ADDRESS:**

Division of Corporations  
Registration Section  
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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**IN COMPLIANCE WITH SECTION 608.01, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:**

1. H.I.G. WhiteHorse Advisors, LLC  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

N/A

(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. Disregarded entity; sole parent's EIN is 65-0863927  
(Jurisdiction under the law of which foreign limited liability company is organized) (EIN number, if applicable)

4. May 11, 2012 5. Perpetual  
(Date of Organization) (Duration: Your limited liability company will cease to exist or "perpetual")

6. Upon registration  
(Date first transacted business in Florida, if prior to registration)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 1450 Brickell Avenue, 31st Floor  
Miami, Florida 33131  
(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:

Baystate Capital, Inc. (sole member; no manager has been appointed yet)  
1450 Brickell Avenue, 31st Floor  
Miami, Florida 33131

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:  
To engage in any activity that limited liability companies may engage in under the Florida Limited Liability Company Act

[Signature]  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.405(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Richard Siegel, Chief Compliance Officer

Typed or printed name of signer

FL051 - 1005420 OT System Update

**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:

H.I.G. WhiteHorse Advisors, LLC

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

N/A

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

CT Corporation System

(Name)

1200 South Pine Island Road

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

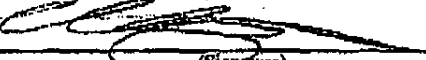
Plantation,

FL 33324

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.*

CT Corporation System

By: 

(Signature)

Marc St. Pierre  
Vice President and Assistant Secretary

\$ 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, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "H.I.G. WHITEHORSE ADVISERS, 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 OCTOBER, A.D. 2012.

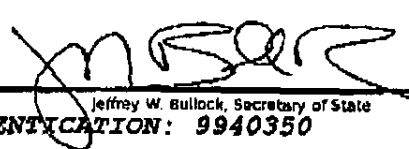
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5153268 8300

121161308

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



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9940350

DATE: 10-24-12