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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 982732 5021613

AUTHORIZATION :

COST LIMIT : \$125.00

ORDER DATE : December 27, 2017

ORDER TIME : 12:51 PM

ORDER NO. : 982732-005

CUSTOMER NO: 5021613

FOREIGN FILINGS

NAME: CPD HOLDINGS GP LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner -- EXT# 62969

EXAMINER: \_\_\_\_\_

**COVER LETTER**

**TO: Registration Section**  
**Division of Corporations**

**SUBJECT:** CPD Holdings GP 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:

Maura Tuccio

\_\_\_\_\_  
Name of Person

Wexford Capital LP

\_\_\_\_\_  
Firm/Company

411 West Putnam Avenue, Suite 125

\_\_\_\_\_  
Address

Greenwich, CT 06830

\_\_\_\_\_  
City/State and Zip Code

LegalNotices@wexford.com

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

For further information concerning this matter, please call:

Maura Tuccio

203

862-7000

at ( )

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
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

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

IN COMPLIANCE WITH SECTION 605.002, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY  
COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. CPD Holdings GP LLC  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)

3. \_\_\_\_\_  
(TIN number, if applicable)

4. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration)  
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 411 West Putnam Avenue, Suite 125  
(Street Address of Principal Office)  
Greenwich, CT 06830

6. 411 West Putnam Avenue, Suite 125  
(Mailing Address)  
Greenwich, CT 06830

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301  
(City) (Zip code)

Registered agent's acceptance:

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 application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By:

(Registered agent's signature)

Roxanne Turner  
Asst. Vice President

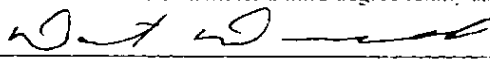
The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

<u>Title or Capacity:</u>	<u>Name and Address:</u>	<u>Title or Capacity:</u>	<u>Name and Address:</u>
Manager	Flagler Capital LLC 411 West Putnam Avenue, Suite 125 Greenwich, CT 06830		

(Attachments if necessary)

Attached is a 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. (If the certificate is in a foreign language, a translation of the certificate under oath and a translator must be submitted)

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

  
Signature of an authorized person

Dante Domenichelli, Vice President and Secretary

Typed or printed name of signer

Approved: J. Jones

# Delaware

The First State

Page 1

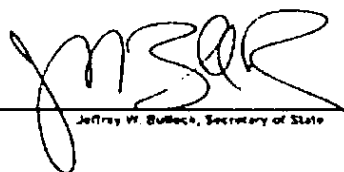
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CPD HOLDINGS GP LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CPD HOLDINGS GP LLC" WAS FORMED ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.

FILED  
2011 DEC 27 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



  
Jeffrey W. Bullock, Secretary of State

6674086 8300

SR# 20177787743

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

Authentication: 203836215

Date: 12-27-17