

Filing Fee: \$25.00

ID Number: 000264463



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

LIMITED PARTNERSHIP

CERTIFICATE OF CANCELLATION OF CERTIFICATE OF REGISTRATION

Pursuant to the provisions of Section 7-13-53 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited partnership hereby submits the following Certificate of Cancellation of its registration to transact business in the state of Rhode Island:

1. The name of the limited partnership is:
Brookwood Management Partners, L.P.
2. A Certificate of Registration was issued to the limited partnership by the Office of the Secretary of State of the State of Rhode Island on 10/03/2007, authorizing it to transact business in Rhode Island under the name of Brookwood Management Partners, L.P.
3. The limited partnership is organized under the laws of Delaware
4. It is not transacting business in the state of Rhode Island.
5. It hereby cancels its registration to transact business in the state of Rhode Island.
6. It revokes the authority of its agent, if other than the Secretary of State of the State of Rhode Island, to accept service of process and consents that service of process in any action, suit or proceeding arising out of the transaction of business in the state of Rhode Island, may thereafter be made on the limited partnership by service thereof on the Secretary of State of the State of Rhode Island.
7. The post office address to which the secretary of state may mail a copy of any process against the limited partnership that may be served on the secretary of state is:
c/o Kurt M. Zernich, Brookwood Financial Partners, LLC
72 Cherry Hill Drive, Beverly, MA 01915

Under penalty of perjury, I declare and affirm that I have examined this Certificate of Cancellation of Certificate of Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: December 1, 2010

Brookwood Management Partners, L.P.

Print Exact Name of Limited Partnership Making Application

By Brookwood Management, Inc.

General Partner

By:

Thomas N. Trkla, President

Form No. 353
Revised: 12/05

FILED

DEC 03 2010

BY

132480

12:21

2010 DEC -3 PM 12:21



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

