

Filing Fee: \$100.00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

LIMITED PARTNERSHIP

APPLICATION FOR CERTIFICATE OF REGISTRATION

Pursuant to the provisions of Section 7-13-49 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the state of Rhode Island and for that purpose submits the following statement:

1. The name of the limited partnership is Antares Capital LP
(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")
and, if different, the name which it proposes to register and transact business in the state of Rhode Island is:

2. The limited partnership is organized under the laws of Delaware
and the date of its formation is June 12, 2015

3. The general character of the business it proposes to transact in Rhode Island is:
Financing activities related to acquisition of interests in companies by private equity sponsors and their portfolio companies

4. The name and address of the agent for service of process is C T Corporation System
450 Veterans Memorial Parkway, Suite 7A (Name of Agent)
East Providence, RI 02914
(Street Address, not P.O. Box) (City/Town) (Zip Code)

5. The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

6. The address of the office required to be maintain in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:
500 West Monroe, Chicago IL 60661

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7. The name and business address of each general partner is:

<u>General Partner</u>	<u>Business Address</u>
Antares Capital GP, LLC	500 West Monroe, Chicago IL 60661

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:

500 West Monroe, Chicago IL 60661

9. A mailing address for the foreign limited partnership is 500 West Monroe, Chicago, IL 60661

10. As of the date of this filing, the foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its formation.

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Registration of a Foreign Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 08/03/2015

Antares Capital LP

Print Exact Name of Limited Partnership Making Application

By



General Partner

John Martin, Vice President General Electric Capital Corporation, the
Member of Antares Capital GP, LLC, the General Partner of Antares Capital LP

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ANTARES CAPITAL LP" 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 THIRTIETH DAY OF JULY, A.D. 2015.

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2604279

DATE: 07-30-15



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, 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:

Nellie M. Gorbea
Secretary of State

