



# State of California

## Secretary of State

Form LP-1

### CERTIFICATE OF LIMITED PARTNERSHIP

**IMPORTANT—Read instructions on back before completing this form****This Certificate is presented for filing pursuant to Section 15621 California Corporations Code.****1. NAME OF LIMITED PARTNERSHIP**Overture Fund, L.P.**2. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE****CITY AND STATE****ZIP CODE**50 California Street, Suite 420, San Francisco, CA 94111**3. STREET ADDRESS OF CALIFORNIA OFFICE IF EXECUTIVE OFFICE IS IN ANOTHER STATE****CITY****ZIP CODE**50 California Street, Suite 420 San Francisco,CA 94111**4. COMPLETE IF LIMITED PARTNERSHIP WAS FORMED PRIOR TO JULY 1, 1984 AND IS IN EXISTENCE ON DATE THIS CERTIFICATE IS EXECUTED.**THE ORIGINAL LIMITED PARTNERSHIP CERTIFICATE WAS RECORDED ON N/A 19      WITH THE RECORDER  
OF      COUNTY. FILE OR RECORDATION NUMBER     **5. NAMES AND ADDRESSES OF ALL GENERAL PARTNERS: (CONTINUE ON SECOND PAGE, IF NECESSARY)****A. NAME:** Symphony Asset Management, Inc.**C. NAME:****ADDRESS:** 50 California Street, Suite 420**ADDRESS:****CITY:** San Francisco **STATE:** CA **ZIP CODE:** 94111**CITY:**      **STATE:**      **ZIP CODE:**     **B. NAME:****D. NAME:****ADDRESS:****ADDRESS:****CITY:**      **STATE:**      **ZIP CODE:**     **CITY:**      **STATE:**      **ZIP CODE:**     **6. NAME AND ADDRESS OF AGENT FOR SERVICE OF PROCESS:****NAME:** Neil L. Rudolph**ADDRESS:** 50 California Street Ste 420**CITY:** San Francisco **STATE:** CA **ZIP CODE:** 94111**7. ANY OTHER MATTERS TO BE INCLUDED IN THIS CERTIFICATE MAY BE NOTED BE NOTED ON SEPARATE PAGES AND BY REFERENCE HEREIN ARE A PART OF THIS CERTIFICATE.****8. INDICATE THE NUMBER OF GENERAL PARTNERS SIGNATURES REQUIRED FOR FILING CERTIFICATES OF AMENDMENT, RESTATEMENT, DISSOLUTION, CONTINUATION AND CANCELLATION.**NUMBER OF PAGES ATTACHED: 0NUMBER OF GENERAL PARTNER(S) SIGNATURE(S) IS/ARE: 1

(PLEASE INDICATE NUMBER ONLY)

**9. IT IS HEREBY DECLARED THAT I AM (WE ARE) THE PERSON(S) WHO EXECUTED THIS CERTIFICATE OF LIMITED PARTNERSHIP WHICH EXECUTION IS MY (OUR) ACT AND DEED. (SEE INSTRUCTIONS)**Symphony Asset Management, Inc.By: Neil L. Rudolph

SIGNATURE

SIGNATURE

Neil L. Rudolph, 7/11/94

POSITION OR TITLE

DATE

POSITION OR TITLE

DATE

Vice President

SIGNATURE

SIGNATURE

POSITION OR TITLE

DATE

POSITION OR TITLE

DATE

**10. RETURN ACKNOWLEDGEMENT TO:**NAME Eric M. Sippel, Esq.  
ADDRESS Shartsis, Friese & Ginsburg  
CITY One Maritime Plaza, 18th Floor  
STATE San Francisco, CA 94111  
ZIP CODE     

SEC/STATE REV. 1/93

FORM LP-1 — FILING FEE: \$70.00  
Approved by Secretary of State

THIS SPACE FOR FILING OFFICER USE

94199 00008**FILED**  
In the office of the Secretary of State  
of the State of California**JUL 18 1994**Tony Miller  
TONY MILLER  
ACTING SECRETARY OF STATE