

B1 (Official Form 1)(1/08)

United States Bankruptcy Court Southern District of Florida		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Palm Beach Finance Partners, L.P.		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 43-1979943		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 3601 PGA Blvd, Suite 301 Palm Beach Gardens, FL <div style="text-align: right; font-size: small;">ZIP Code 33410</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; font-size: small;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Palm Beach		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above):		
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <hr/> Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>		<p>Name of Debtor(s): Palm Beach Finance Partners, L.P.</p>	
<p>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)</p>			
<p>Location Where Filed: - None -</p>		<p>Case Number:</p>	<p>Date Filed:</p>
<p>Location Where Filed:</p>		<p>Case Number:</p>	<p>Date Filed:</p>
<p>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)</p>			
<p>Name of Debtor: Palm Beach Finance II, L.P.</p>		<p>Case Number:</p>	<p>Date Filed:</p>
<p>District: Southern District of Florida</p>		<p>Relationship: Affiliate</p>	<p>Judge:</p>
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
<p>Exhibit C</p>			
<p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>			
<p>Exhibit D</p>			
<p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.</p>			
<p>Information Regarding the Debtor - Venue</p> <p>(Check any applicable box)</p>			
<p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>			
<p>Certification by a Debtor Who Resides as a Tenant of Residential Property</p> <p>(Check all applicable boxes)</p>			
<p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="margin-left: 40px;">_____</p> <p style="margin-left: 40px;">(Name of landlord that obtained judgment)</p> <p style="margin-left: 40px;">_____</p> <p style="margin-left: 40px;">(Address of landlord)</p>			
<p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>			

Voluntary Petition
 (This page must be completed and filed in every case)

Name of Debtor(s):
Palm Beach Finance Partners, L.P.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
 [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
 [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
 Signature of Debtor

X _____
 Signature of Joint Debtor

 Telephone Number (If not represented by attorney)

 Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
 Signature of Foreign Representative

 Printed Name of Foreign Representative

 Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

 Printed Name and title, if any, of Bankruptcy Petition Preparer

 Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

 Address

X _____

 Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

Signature of Attorney*

X /s/ Paul Steven Singerman
 Signature of Attorney for Debtor(s)

Paul Steven Singerman 378860
 Printed Name of Attorney for Debtor(s)

Berger Singerman, P.A.
 Firm Name

**200 S. Biscayne Boulevard
 Suite 1000
 Miami, FL 33131**

 Address

**Email: singerman@bergersingerman.com
 (305) 755-9500 Fax: (305) 714-4340**

 Telephone Number

November 25, 2009

 Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Kenneth A. Welt
 Signature of Authorized Individual

Kenneth A. Welt
 Printed Name of Authorized Individual

Chief Restructuring Officer
 Title of Authorized Individual

November 25, 2009

 Date

PALM BEACH FINANCE PARTNERS, L.P.

WRITTEN CONSENT OF THE GENERAL PARTNER

The undersigned, being the sole general partner of PALM BEACH FINANCE PARTNERS, L.P., a Delaware limited partnership (the "Partnership") does hereby consent in writing to the adoption of the following resolutions:

WHEREAS, the undersigned general partner has determined that it is in the best interest of the Partnership, and upon the recommendation of the Partnership's professional advisors, have determined that it is desirable, fair, reasonable, and in the best interest of the Partnership and the Partnership's creditors, partners and other interested parties for the Partnership to file a petition seeking relief under the provisions of Chapter 11 of Title 11, United States Code (the "Bankruptcy Code").

NOW, THEREFORE, BE IT

Filing and Prosecution of Bankruptcy Case

RESOLVED, that it is desirable and in the best interest of the Partnership and its creditors, partners, and other interested parties to authorize the general partner of the Partnership and the Chief Restructuring Officer (herein defined) (the "Authorized Officers"), to cause to be filed one or more petitions in the name of the Partnership (collectively, the "Chapter 11 Petition") seeking relief under the provisions of Chapter 11 of the Bankruptcy Code (collectively, the "Chapter 11 case"); and it is further

RESOLVED, that Authorized Officers are hereby authorized, as the authorized signatory of the general partner of the Partnership (which general partner of the Partnership is the Authorized Officer), to execute and deliver any and all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers to be executed by the Authorized Officer pursuant to, in accordance with, or with respect to, this Written Consent; and it is further

RESOLVED, that the general partner of the Partnership and/or the Partnership's Chief Restructuring Officer, be, and hereby is, authorized and directed to execute the Chapter 11 Petition and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of Florida, West Palm Beach Division (the "Bankruptcy Court"), in such form and at such time as such officer(s) shall determine; and it is further

RESOLVED, that the Authorized Officers, be, and hereby are, authorized and directed to take all actions necessary to restructure the financial affairs of the Partnership, including causing to be filed in the bankruptcy case one or more Disclosure Statement(s) and a Plan(s) of Reorganization (collectively, the "Plan"), and to seek confirmation of the Plan by the Bankruptcy Court, with such amendments as may be required by the Bankruptcy Court; and it is further

RESOLVED, that the Authorized Officers be, and hereby are, authorized to execute and file (or direct others to do so on behalf of the Partnership as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings, complaints and other papers, and in connection therewith, to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the Chapter 11 case.

Employment of Professionals

RESOLVED, that the law firm of Berger Singerman P.A. be, and hereby is, employed under general retainer as bankruptcy counsel for the Partnership in the Chapter 11 case, and the Authorized Officers of the Partnership are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Berger Singerman P.A.; and it is further

RESOLVED, that the law firm of Thomas, Alexander & Forrester, LLP be, and hereby is, employed on a contingency fee basis as special litigation counsel for the Partnership in the Chapter 11 Case to investigate and, if appropriate, bring causes of action against third parties, and the Authorized Officers of the Partnership are hereby authorized and directed to execute appropriate retention agreements, pay appropriate contingent fees and cause to be filed an appropriate application for authority to retain the services of Thomas, Alexander & Forrester, LLP; and it is further

RESOLVED, that the Authorized Officer approves the engagement of Trustee Services Inc. ("TSI") or another person or firm as interim management for the Partnership in the Chapter 11 case, including providing the services of Kenneth A. Welt ("Welt") to serve as "Chief Restructuring Officer" (herein so called) of the Partnership and the Authorized Officers of the Partnership are hereby authorized and directed to determine which firm to engage or to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of TSI or other interim management, as applicable; and it is further

RESOLVED, that the Authorized Officers of the Partnership are hereby authorized and directed in the name and on behalf of the Partnership to employ any other firm as professionals or consultants to the Partnership as are deemed necessary to represent and assist the Partnership in carrying out its duties under the Bankruptcy Code and, in connection therewith, the Authorized Officers of the Partnership are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of such firm; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by the Authorized Officers of the Partnership to seek relief under Chapter 11 of the Bankruptcy Code or in connection with the Chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Partnership; and it is further

General Authorizing, Resolutions

RESOLVED, that the Authorized Officers of the Partnership, in the name of and on behalf of the Partnership, to make, enter into, execute, deliver and file any and all other or further agreements, documents, certificates, materials and instruments, to disburse funds of the Partnership, to take or cause to be taken any and all other actions, and to incur all such fees and expenses as any such officer deems to be necessary, appropriate or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete a Chapter 11 case, the taking of any such action to constitute conclusive evidence of the exercise of such discretionary authority; and it is further

RESOLVED, that all authorized acts, transactions, or agreements undertaken prior to the adoption of these resolutions by the Authorized Officers of the Partnership in connection with the foregoing matters are hereby authorized, approved, ratified, confirmed and adopted as the acts of the Partnership; and it is further

RESOLVED, that the Authorized Officer of the Partnership be, and hereby is, authorized, empowered and directed to certify and attest any documents or materials which they deem necessary, desirable or appropriate to consummate the transactions contemplated by the foregoing resolutions, without the necessity of the signature or attestation of any other officer or the affixing of any seal of the Partnership.

BE IT FURTHER RESOLVED, that the Authorized Officers of the Partnership, are hereby authorized and directed to take all necessary or desirable actions in the name and on behalf of the Partnership, to consummate the transactions contemplated by these Resolutions, including without limitation, such further documents, agreements, instruments and other writings as any such officer may determine in his sole discretion to be necessary or desirable to consummate such transactions and further, that any and all acts of said officer(s), pursuant to the authority hereby presented and directed, be, and the same hereby are, approved, ratified and accepted as the action of the Partnership; and

BE IT FINALLY RESOLVED, that any and all other actions heretofore taken by the Authorized Officers of the Partnership and said officer(s) in furtherance of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

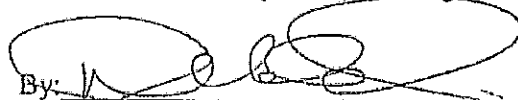
[SIGNATURE ON NEXT PAGE]

IN WITNESS WHEREOF, the undersigned being the sole general partner of Palm Beach Finance Partners, L.P. have executed this Written Consent as of the 16th day of November, 2009.

GENERAL PARTNER:

**PALM BEACH CAPITAL MANAGEMENT,
L.P.**

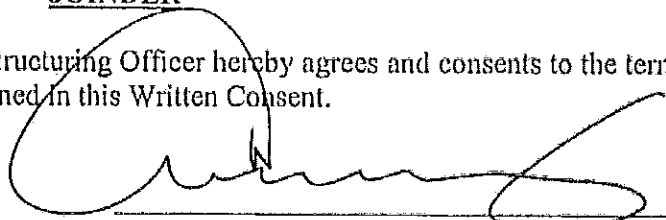
By: Palm Beach Capital Corp., its general partner

By: 

David W. Harrold, President

JOINDER

The undersigned Chief Restructuring Officer hereby agrees and consents to the terms and conditions of the resolutions contained in this Written Consent.



Kenneth A. Welt, Chief Restructuring Officer

PALM BEACH CAPITAL MANAGEMENT, L.P.

WRITTEN CONSENT OF THE GENERAL PARTNER

The undersigned, being the sole general partner of PALM BEACH CAPITAL MANAGEMENT, L.P., a Delaware limited partnership (the "Partnership") does hereby consent in writing to the adoption of the following resolutions:

WHEREAS, the Partnership is the sole general partner of each of Palm Beach Finance Partners, L.P., a Delaware limited partnership ("PB Finance Partners") and Palm Beach Finance II, L.P., a Delaware limited partnership ("PB Finance II"); and

WHEREAS, the undersigned general partner of the Partnership has determined that it is in the best interest of PB Finance Partners and PB Finance II, and upon the recommendation of the professional advisors of PB Finance Partners and PB Finance II, have determined that it is desirable, fair, reasonable, and in the best interest of PB Finance Partners and PB Finance II and their respective creditors, partners and other interested parties for PB Finance Partners and PB Finance II to file petitions seeking relief under the provisions of Chapter 11 of Title 11, United States Code (the "Bankruptcy Code").

NOW, THEREFORE, BE IT

Filing and Prosecution of Bankruptcy Case

RESOLVED, that it is desirable and in the best interest of each of PB Finance Partners and PB Finance II and their respective creditors, partners, and other interested parties to authorize the Partnership and the Chief Restructuring Officer (herein defined) (the "Authorized Officers"), to cause to be filed one or more petitions in the name of each of PB Finance Partners and PB Finance II (collectively, the "Chapter 11 Petition") seeking relief under the provisions of Chapter 11 of the Bankruptcy Code (collectively, the "Chapter 11 case"); and it is further

RESOLVED, that Authorized Officers are hereby authorized, as the authorized signatory of the PB Finance Partners and PB Finance II, to execute and deliver any and all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers to be executed by the Authorized Officers pursuant to, in accordance with, or with respect to, this Written Consent; and it is further

RESOLVED, that the Partnership and/or the Chief Restructuring Officer on behalf of each of PB Finance Partners and PB Finance II is, authorized and directed to execute the Chapter 11 Petition and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of Florida, West Palm Beach Division (the "Bankruptcy Court"), in such form and at such time as such officer(s) shall determine; and it is further

RESOLVED, that the Authorized Officers, be, and hereby are, authorized and directed to take all actions necessary to restructure the financial affairs of PB Finance Partners and PB Finance II, including causing to be filed in the bankruptcy case one or more Disclosure Statement(s) and a Plan(s) of Reorganization (collectively, the "Plan"), and to seek confirmation

of the Plan by the Bankruptcy Court, with such amendments as may be required by the Bankruptcy Court; and it is further

RESOLVED, that the Authorized Officers be, and hereby are, authorized to execute and file (or direct others to do so on behalf of PB Finance Partners and PB Finance II as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings, complaints and other papers, and in connection therewith, to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the Chapter 11 case.

Employment of Professionals

RESOLVED, that the law firm of Berger Singerman P.A. be, and hereby is, employed under general retainer as bankruptcy counsel for each of PB Finance Partners and PB Finance II in their respective Chapter 11 case, and the Authorized Officers of the Partnership, as general partner of each of PB Finance Partners and PB Finance II are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Berger Singerman P.A.; and it is further

RESOLVED, that the law firm of Thomas, Alexander & Forrester, LLP be, and hereby is, employed on a contingency fee basis as special litigation counsel for each of PB Finance Partners and PB Finance II in their respective Chapter 11 Case to investigate and, if appropriate, bring causes to action against third parties, and the Authorized Officers of the Partnership are hereby authorized and directed to execute appropriate retention agreements, pay appropriate contingent fees and cause to be filed an appropriate application for authority to retain the services of Thomas, Alexander & Forrester, LLP; and it is further,

RESOLVED, that the Authorized Officers approve the engagement of Trustee Services Inc. ("TSP") or another person or firm as interim management for each of PB Finance Partners and PB Finance II in their respective Chapter 11 case, including providing the services of Kenneth A. Welt ("Welt") to serve as "Chief Restructuring Officer" (herein so called) of each of PB Finance Partners and PB Finance II are hereby authorized and directed to determine which firm to engage or to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the respective Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of TSI or other interim management, as applicable; and it is further

RESOLVED, that the Authorized Officers are hereby authorized and directed in the name and on behalf of each of PB Finance Partners and PB Finance II to employ any other firm as professionals or consultants to each of PB Finance Partners and PB Finance II as are deemed necessary to represent and assist each of PB Finance Partners and PB Finance II in carrying out their respective duties under the Bankruptcy Code and, in connection therewith, the Authorized Officers of the Partnership, as general partner of each of PB Finance Partners and PB Finance II are hereby authorized and directed to execute appropriate retention agreements, pay appropriate

retainers prior to and immediately upon the filing of a Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of such firm; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by the Authorized Officers PB Finance Partners and PB Finance II to seek relief under Chapter 11 of the Bankruptcy Code or in connection with their respective Chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Partnership, as general partner of each of PB Finance Partners and PB Finance II; and it is further

General Authorizing, Resolutions

RESOLVED, that the Authorized Officers of the Partnership, in the name of and on behalf of each of PB Finance Partners and PB Finance II, to make, enter into, execute, deliver and file any and all other or further agreements, documents, certificates, materials and instruments, to disburse funds of each of PB Finance Partners and PB Finance II, to take or cause to be taken any and all other actions, and to incur all such fees and expenses as any such officer deems to be necessary, appropriate or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete a Chapter 11 case, the taking of any such action to constitute conclusive evidence of the exercise of such discretionary authority; and it is further

RESOLVED, that all authorized acts, transactions, or agreements undertaken prior to the adoption of these resolutions by the Authorized Officers of the Partnership in connection with the foregoing matters are hereby authorized, approved, ratified, confirmed and adopted as the acts of the Partnership; and it is further

RESOLVED, that the Authorized Officer of the Partnership be, and hereby is, authorized, empowered and directed to certify and attest any documents or materials which they deem necessary, desirable or appropriate to consummate the transactions contemplated by the foregoing resolutions, without the necessity of the signature or attestation of any other officer or the affixing of any seal of the Partnership.

BE IT FURTHER RESOLVED, that the Authorized Officers of the Partnership, are hereby authorized and directed to take all necessary or desirable actions in the name and on behalf of the Partnership, to consummate the transactions contemplated by these Resolutions, including without limitation, such further documents, agreements, instruments and other writings as any such officer may determine in his sole discretion to be necessary or desirable to consummate such transactions and further, that any and all acts of said officer(s), pursuant to the authority hereby presented and directed, be, and the same hereby are, approved, ratified and accepted as the action of the Partnership; and

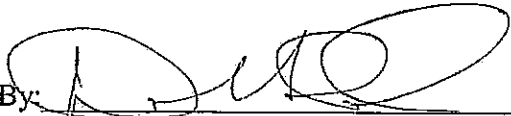
BE IT FINALLY RESOLVED, that any and all other actions heretofore taken by the Authorized Officers of the Partnership and said officer(s) in furtherance of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

[SIGNATURE ON NEXT PAGE]

IN WITNESS WHEREOF, the undersigned being the sole general partner of Palm Beach Capital Management, L.P. has executed this Written Consent as of the 16th day of November, 2009.

GENERAL PARTNER:

PALM BEACH CAPITAL CORP.

By: 

David W. Harrold, President

PALM BEACH CAPITAL CORP.

WRITTEN CONSENT OF THE BOARD OF DIRECTORS

The undersigned, being all of the directors of PALM BEACH CAPITAL CORP., a Delaware corporation (the "Corporation"), do hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirement for notice; and do hereby consent in writing to the adoption of the following resolutions, taking said actions in lieu of a special meeting of the directors of the Corporation pursuant to Section 141(f) of the General Corporation Law of the State of Delaware:

WHEREAS, the Corporation is the sole general partner of Palm Beach Capital Management, L.P., a Delaware limited partnership (the "Partnership"); and

WHEREAS, the Partnership is the sole general partner of each of Palm Beach Finance Partners, L.P., a Delaware limited partnership ("PB Finance Partners") and Palm Beach Finance II, L.P., a Delaware limited partnership ("PB Finance II"); and

WHEREAS, the undersigned has determined that it is in the best interest of PB Finance Partners and PB Finance II, and upon the recommendation of the professional advisors of PB Finance Partners and PB Finance II, have determined that it is desirable, fair, reasonable, and in the best interest of PB Finance Partners and PB Finance II and their respective creditors, partners and other interested parties for each of PB Finance Partners and PB Finance II to file petitions seeking relief under the provisions of Chapter 11 of Title 11, United States Code (the "Bankruptcy Code").

NOW, THEREFORE, BE IT

Filing and Prosecution of Bankruptcy Case

RESOLVED, that it is desirable and in the best interest of each of PB Finance Partners and PB Finance II and their respective creditors, partners, and other interested parties to authorize the Partnership and the Chief Restructuring Officer (herein defined) (the "Authorized Officers"), to cause to be filed one or more petitions in the name of each of PB Finance Partners and PB Finance II (collectively, the "Chapter 11 Petition") seeking relief under the provisions of Chapter 11 of the Bankruptcy Code (collectively, the "Chapter 11 case"); and it is further

RESOLVED, that Authorized Officers are hereby authorized, as the authorized signatory of the PB Finance Partners and PB Finance II, to execute and deliver any and all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers to be executed by the Authorized Officers pursuant to, in accordance with, or with respect to, this Written Consent; and it is further

RESOLVED, that Authorized Officers and/or the Chief Restructuring Officer of each of PB Finance Partners and PB Finance II is, authorized and directed to execute the Chapter 11 Petitions and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of Florida, West Palm Beach Division (the "Bankruptcy Court"), in such forms and at such time as such officer(s) shall determine; and it is further

RESOLVED, that the Authorized Officers, be, and hereby are, authorized and directed to take all actions necessary to restructure the financial affairs of PB Finance Partners and PB Finance II, including causing to be filed in the bankruptcy case one or more Disclosure Statement(s) and a Plan(s) of Reorganization (collectively, the "Plan"), and to seek confirmation of the Plan by the Bankruptcy Court, with such amendments as may be required by the Bankruptcy Court; and it is further

RESOLVED, that the Authorized Officers be, and hereby are, authorized to execute and file (or direct others to do so on behalf of PB Finance Partners and PB Finance II as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings, complaints and other papers, and in connection therewith, to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the Chapter 11 case.

Employment of Professionals

RESOLVED, that the law firm of Berger Singerman P.A. be, and hereby is, employed under general retainer as bankruptcy counsel for each of PB Finance Partners and PB Finance II in their respective Chapter 11 case, and the Authorized Officers of the Partnership, as general partner of each of PB Finance Partners and PB Finance II are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Berger Singerman P.A.; and it is further

RESOLVED, that the law firm of Thomas, Alexander & Forrester, LLP be, and hereby is, employed on a contingency fee basis as special litigation counsel for each of PB Finance Partners and PB Finance II in their respective Chapter 11 Case to investigate and, if appropriate, bring causes to action against third parties, and the Authorized Officers of the Partnership are hereby authorized and directed to execute appropriate retention agreements, pay appropriate contingent fees and cause to be filed an appropriate application for authority to retain the services of Thomas, Alexander & Forrester, LLP; and it is further,

RESOLVED, that the Authorized Officers approve the engagement of Trustee Services Inc. ("TSI"), including providing the services of Kenneth A. Welt ("Welt") to serve as "Chief Restructuring Officer" (herein so called) for each of PB Finance Partners and PB Finance II in their respective Chapter 11 case, and the Authorized Officers of the Partnership, as general partner of each of PB Finance Partners and PB Finance II are hereby authorized and directed to determine which firm to engage or to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a Chapter 11 case and cause to be filed an

appropriate application for authority to retain the services of TSI or other interim management advisor, as applicable; and it is further

RESOLVED, that the Authorized Officers are hereby authorized and directed in the name and on behalf of each of PB Finance Partners and PB Finance II to employ any other firm as professionals or consultants to each of PB Finance Partners and PB Finance II as are deemed necessary to represent and assist each of PB Finance Partners and PB Finance II in carrying out their respective duties under the Bankruptcy Code and, in connection therewith, the Authorized Officers of the Partnership, as general partner of each of PB Finance Partners and PB Finance II are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of such firm; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by the Authorized Officers on behalf of PB Finance Partners and PB Finance II to seek relief under Chapter 11 of the Bankruptcy Code or in connection with their respective Chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Partnership, as general partner of each of PB Finance Partners and PB Finance II; and it is further

General Authorizing, Resolutions

RESOLVED, that the Authorized Officers of the Partnership, in the name of and on behalf of each of PB Finance Partners and PB Finance II, to make, enter into, execute, deliver and file any and all other or further agreements, documents, certificates, materials and instruments, to disburse funds of each of PB Finance Partners and PB Finance II, to take or cause to be taken any and all other actions, and to incur all such fees and expenses as any such officer deems to be necessary, appropriate or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete a Chapter 11 case, the taking of any such action to constitute conclusive evidence of the exercise of such discretionary authority; and it is further

RESOLVED, that all authorized acts, transactions, or agreements undertaken prior to the adoption of these resolutions by the Authorized Officers of the Partnership in connection with the foregoing matters are hereby authorized, approved, ratified, confirmed and adopted as the acts of the Partnership; and it is further

RESOLVED, that the Authorized Officer of the Partnership be, and hereby is, authorized, empowered and directed to certify and attest any documents or materials which they deem necessary, desirable or appropriate to consummate the transactions contemplated by the foregoing resolutions, without the necessity of the signature or attestation of any other officer or the affixing of any seal of the Partnership.

BE IT FURTHER RESOLVED, that the Authorized Officers of the Partnership, are hereby authorized and directed to take all necessary or desirable actions in the name and on behalf of the Partnership, to consummate the transactions contemplated by these Resolutions, including without limitation, such further documents, agreements, instruments and other writings

as any such officer may determine in his sole discretion to be necessary or desirable to consummate such transactions and further, that any and all acts of said officer(s), pursuant to the authority hereby presented and directed, be, and the same hereby are, approved, ratified and accepted as the action of the Partnership; and

BE IT FINALLY RESOLVED, that any and all other actions heretofore taken by the Authorized Officers of the Partnership and said officer(s) in furtherance of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

[SIGNATURE ON NEXT PAGE]

IN WITNESS WHEREOF, the undersigned being all of the directors of Palm Beach Capital Corp. have executed this Written Consent as of the 16th day of November, 2009.



David Harrold



Bruce Prevost

**United States Bankruptcy Court
Southern District of Florida**

In re **Palm Beach Finance Partners, L.P.**

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Chief Restructuring Officer of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **November 25, 2009**

/s/ Kenneth A. Welt

Kenneth A. Welt/Chief Restructuring Officer

Signer/Title

AGILE Safety Group, LLC
4909 Pearl East Cir, #300
Boulder, CO 80301

Albert Liguori
16590 Crownsbury Way, #201
Ft. Myers, FL 33908

Alice Pugliese
2741 Village Blvd, #403
West Palm Beach, FL 33409

Alton Opitz
16 K&L Ln
Butler, PA 16001

Amy Davenport
3 Greenwich Dr
Midland, TX 79705

Armadillo Fund
40 Random Farms Cir
Chappaqua, NY 10514

Barbara Bluhm
189 E Lake Shore Dr
Chicago, IL 60611

Barry Beal
104 S Pecos St
Midland, TX 79701

Beacon Partners, Ltd
3030 McKinney Ave, #305
Dallas, TX 75204

Blackpool Partners, LP
701 Harger Rd, #190
Oak Brook, IL 60523

Bruce Prevost
8292 Nashua Dr
Palm Beach Gardens, FL 33418

BTA Oil Producers
104 S Pecos St
Midland, TX 79701

Calhoun Asset Management, LLC
8770 W Bryn Mawr Ave, #1300
Chicago, IL 60631

Cannonball Funds/Globefin Asset Managemen
c/o Globefin European Advisors Ltd.
8 Chesterfield Hill
London, England W1J5BW

Claridge Associates, LLC
15 W 53 St, #24
New York, NY 10019

Claude Lestage
4893 N Kay
Palm Beach Gardens, FL 33418

Compass Special Situations Fund LP
55 E 52 St, 29th FL
New York, NY 10055

David Harrold
963 Evergreen Dr
Delray Beach, FL 33483

Deer Island, LP
Red Bird Farm 89 Nason Hill Rd
Sherborn, MA 01770

Dennis Dobrinich
3860 Dogwood Ave
Palm Beach Gardens, FL 33410

Douglas A. Kelley, Chapter 11 Trustee
Attn: James A. Rubenstein, Esq.
4800 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402

Douglas A. Kelley, Chapter 11 Trustee
Attn: Terrence J. Fleming, Esq.
4200 IDS Center
80 South Eighth Street
Minneapolis, MN 55402

Eden Rock Capital Management
39 Park St
London, England W1K 7HJ

Father's Heart Family Foundation Inc. (T
8292 Nashua Dr
Palm Beach Garden, FL 33418

Fleming Financial Services
102 Powell Ave
Bel Air, MD 21014

Frank Carruth
5407 S Flagler Dr
West Palm Beach, FL 33405

Frank Vennes
PO Box 3412
Tequesta, FL 33469

Freestone Capital Management, Inc
1191 Second Ave, #2100
Seattle, WA 98101

Fulbright & Jaworski
2100 IDS Center
80 South Eighth Street
Minneapolis, MN 55402-2112

George & Nancy Slain
59-1089 Maluhi Pl
Kamuela, HI 96743

GMB Capital Management
10 Post Office Sq, #1210
Boston, MA 02109

Golden Gate Financial Group LLC
50 Francisco St, #203
San Francisco, CA 94133-2132

Golden Sun Capital Management, LLC
1919 14th St, #450
Boulder, CO 80302

Guy M. Hohmann, Esq.
100 Congress Ave
18th Floor
Austin, TX 78701

Guy M. Hohmann, Esq.
100 Congress Ave
18th Floor
Austin, TX 78701

Guy M. Hohmann, Esq.
100 Congress Ave
18th Floor
Austin, TX 78701

Guy M. Hohmann, Esq.
100 Congress Ave
18th Floor
Austin, TX 78701

Guy M. Hohmann, Esq.
100 Congress Ave
18th Floor
Austin, TX 78701

Guy M. Hohmann, Esq.
100 Congress Ave
18th Floor
Austin, TX 78701

Harvest Investments LP
Red Bird Farm
89 Nason Hill Rd
Sherborn, MA 01770

Holland & Knight, LLP
701 Brickell Ave
Suite 3000
Attn: Mitchell Herr
Miami, FL 33131

Janeete Bancroft
9052 SW 103 Ave
Ocala, FL 34481

Janet Bonebrake
7169 150th Ct N
Palm Beach Gardens, FL 33418

Jeffrey Markel
US Bank (Custodian)
515 N Flagler Dr, #2100
West Palm Beach, FL 33401

John Bergman
303 W Wall, #1501
Midland, TX 79701

Judith Goldsmith
3 Water Ln
Manhasset, NY 11030

K&K Capital Management, Inc.
3545 Lake St, #201
Wilmette, IL 60091

Karasel, LP
2385 Executive Center Dr, #190
Boca Raton, FL 33431

Kaufman Rossin & Co.
2699 S Bayshore Dr
Miami, FL 33133

Keith Rudman
2225 N Lakewood Ave
Chicago, IL 60614

Keleen Beal
104 S Pecos St
Midland, TX 79701

Kelly Beal
104 S Pecos St
Midland, TX 79701

LAB Investments Fund, LP
1875 S Grant St, #600
San Mateo, CA 94402

Leon Meyers Management
680 Fifth Ave, 9th Fl
New York, NY 10019

Linda Lozier
220 E 7 Ave
Hinsdale, IL 60521

Lynda Beal
104 S Pecos St
Midland, TX 79701

M. Lee Toothman
216 Barbados Dr
Jupiter, FL 33458

Marder Investment Advisors Corp.
8033 Sunset Blvd, #830
Los Angeles, CA 90046

Mark Prevost
2372 Hidden Ridge Ln
Jasper, AL 35504

Martin Casdagli
554 E Coronado Rd
Santa Fe, NM 87505

MB Investments, LLC
110 N Wacker Dr, #330
Chicago, IL 60606

MIO Partners Inc.
55 E 52 St, 29th Fl
New York, NY 10055

Mosaic Capital Fund LLC
680 Fifth Ave, 8th Fl
New York, NY 10019

Nancy Beal
104 S Pecos St
Midland, TX 79701

Nancy Dobrinich
3860 Dogwood Ave
Palm Beach Gardens, FL 33410

Nancy Hollingsworth
7107 Arrowood Rd
Bethesda, MD 20187

NetWide Capital LLC
14362 N Frank Lloyd Wright Blvd, #1240
Scottsdale, AZ 85260

Palm Beach Capital Management, LLC
3601 PGA Blvd
Suite 301
Palm Beach Gardens, FL 33410

Palm Beach Diversified Income, LP
3601 PGA Blvd, Suite 301
Palm Beach Gardens, FL 33410

Palm Beach Finance II, LP
3601 PGA Blvd
Suite 301
Palm Beach Gardens, FL 33410

Palm Beach Offshore II, Ltd
Admiral Financial Center, 5th Floor
90 Fort Street, PO Box 32021
Grand Cayman KY - 1208
Cayman Islands

Palm Beach Offshore LTD
Anchorage Centre, 2nd Floor
PO Box 32021 SMB
Grand Cayman, Cayman Islands

Pemco Partners, LP
8 Lyman St, #204
Westborough, MA 01581

Randall Linkous
1174 SW 27 Ave
Boynton Beach, FL 33426

Robert Davenport
3 Greenwich Dr
Midland, TX 79705

Ron Priestley
5565 N Espina Rd
Tuscon, AZ 85718

Ronald R. Peterson
c/ Wilkie Farr & Gallagher, LLP
Attn: Michael S. Schachter, Esq.
787 Seventh Ave
New York, NY 10019

Ronald R. Peterson
c/o McDermott Will & Emery, LLP
Attn: Lazar P. Raynal, Esq.
227 West Monroe Street
Chicago, IL 60606

Sage Capital Resources
3006 Julia St W, Unit A
Tampa, FL 33629

SALI Fund Services, LLC
6850 Austin Center Blvd, #350
Austin, TX 78731

Sandra Linkous
1174 SW 27 Ave
Boynton Beach, FL 33426

Second City Alternatives
801 Park Ave
Wilmette, IL 60091

Sims Moss Kline & Davis, LLP
Three Ravinia Drive
Suite 1700
Atlanta, GA 30346

Skybell Asset Management
450 Knights Run Ave, #1906
Tampa, FL 33602

Sonata Funds
1353 Old Temescal Road
Suite 108
Corona, CA 92881

Spencer Beal
104 S Pecos St
Midland, TX 79701

Spring Investor Services Inc.
Red Bird Farm
89 Nason Hill Rd
Sherborn, MA 01770

SSR Capital Management LLC
4514 Cole Ave, #1000
Dallas, TX 75205

SSR Capital Partners, LP
c/o R. James George, Jr., Esq.
114 W. Seventh Street
Suite 1100
Austin, TX 78701

SSR Capital Partners, LP
c/o R. James George, Jr., Esq.
114 W. Seventh Street
Suite 1100
Austin, TX 78701

Sterling Management Inc.
160 White Oaks Ln
Vadnais Heights, MN 55127

Steve Bakaysa
2251 Wigwam Parkway #1921
Henderson, NV 89074

Stillwater Capital Partners, Inc.
41 Madison Ave, 29th Fl
New York, NY 10010

Strategic Stable Return Fund (ID), LP
c/o R. James George, Jr., Esq.
114 West Seventh Street
Suite 1100
Austin, TX 78701

Strategic Stable Return Fund (ID), LP
c/o R. James George, Jr., Esq.
114 West Seventh Street
Suite 1100
Austin, TX 78701

Strategic Stable Return Fund II, LP
c/o R. James George, Jr., Esq.
114 W. Seventh Street
Suite 1100
Austin, TX 78701

Strategic Stable Return Fund II, LP
c/o R. James George, Jr., Esq.
114 W. Seventh Street
Suite 1100
Austin, TX 78701

Sunnicht & Associates
W6240 Communication Ct, #1
Appleton, WI 54914-8549

Table Mountain Capital, LLC
850 Quince Ave
Boulder, Co 80304

Ted Goldsmith
3 Water Ln
Manhasset, NY 11030

Tradex Global Advisors
35 Mason St, 4th Fl
Greenwich, CT 06830

Valur Egilsson
11966 Tuliptree Ln
Huntley, IL 60142

VAS Partners, LLC
Attn: Vincent P Allegra
4401 W Roosevelt Rd
Hillside, IL 60162

Vincent Allegra
449 S Evergreen St
Bensenville, IL 60106

West Capital Management
1818 Market St, #3323
Philadelphia, PA 19103

Wilbur Hobgood
2189 Radnor Ct
North Palm Beach, FL 33408