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HOLLAND & Knight LLP
Requester's Name
215 S. Calhoun St. Suite 600
Address
Tallahassee, FL 425-5675
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Birdle Par Limited Partnership
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED
W-1-211 W-1-1/30

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

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OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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DIVISION OF CORPORATION

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Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 29, 2001

HOLLAND & KNIGHT

SUBJECT: BIRDIE PAR LIMITED PARTNERSHIP
Ref. Number: W01000002112

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TALLAHASSEE FLORIDA

We have received your document for BIRDIE PAR LIMITED PARTNERSHIP and your check(s) totaling \$1837.50. However, the document has not been filed and is being retained in this office for the following:

The amount you submitted did not include the \$35 registered agent designation fee. Please submit a check for \$35 with a copy of this letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 901A00005169

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
BIRDIE PAR LIMITED PARTNERSHIP

The undersigned general partner represents that it has formed a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act"), and that it has executed this Certificate of Limited Partnership pursuant to the foregoing Act and states herein as follows:

I. Name

The name of the limited partnership Bird Par Limited Partnership

II. Business Address

The business address of the partnership is as follows:

4540 Oak Tree Court
Delray Beach, Florida 33445

III. Registered Agent

The address of the registered office of the partnership and the name of the registered agent for service of process located at that office is as follows:

David E. Dreyer
625 North Flagler Drive
Suite 700
West Palm Beach, Florida 33401

IV. General Partners

The name and business address of the general partner of the partnership is as follows:

Birdie Par Corp.
4540 Oak Tree Court
Delray Beach, Florida 33445

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V. Mailing Address

The mailing address of the partnership is as follows:

4540 Oak Tree Court
Delray Beach, Florida 33445

VI. Dissolution

The latest date on which the partnership is to dissolve is December 31, 2052.

The undersigned General Partner of the partnership has executed this Certificate of Limited Partnership on January 24, 2001.

Birdie Par Corp., a Florida corporation

By: _____

Name: David E. Dreyer

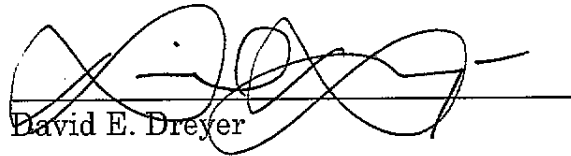
Title: Vice President

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
AND AGENT FOR SERVICE OF PROCESS**

The undersigned, having been designated the agent for service of process pursuant to Section 620.105, Florida Statutes and Registered Agent pursuant to Section 620.192, Florida Statutes of **Birdie Par Limited Partnership**, a limited partnership to be formed concurrently herewith under the Florida Revised Uniform Limited Partnership Act (1986), does hereby accept such designation and the obligations provided for in Section 620.105 and 620.192, Florida Statutes.

Dated this 24th day of January, 2001.


David E. Dreyer

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the general partners of **Birdie Par Limited Partnership**, a Florida limited partnership, certify:

1. The amount of capital contributions to date of the limited partners is \$ 0.

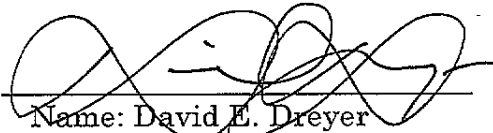
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 5,000,000.

Signed on the date indicated below.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury the undersigned declares that the facts herein alleged are true to its best knowledge and belief.

Birdie Par Corp., a Florida corporation

By: 
Name: David E. Dreyer
Title: Vice President

Dated: January 24, 2001

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