

FAX NO. **A99000000879** Page 1 of 2

Florida Department of State
Division of Corporations
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To: Division of Corporations
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Cm

From: Account Name : FLEMING, HAILE & SHAW, P.A.
Account Number : 076326003550
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA LIMITED PARTNERSHIP

NICKLAUS/MN, LTD.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$87.50

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CERTIFICATE OF LIMITED PARTNERSHIP OF NICKLAUS/MN, LTD.

THE UNDERSIGNED, desiring to form a limited partnership (the "Partnership") in accordance with the requirements of Section 620.108 of the Uniform Limited Partnership Act of 1986 (the "Act"), does hereby sign and swear to this Certificate of Limited Partnership and the annexed Affidavit Regarding Capital Contributions, as follows:

- 1. The name of the Partnership is NICKLAUS/MN, LTD.
2. The address of the office where the records of the Partnership are maintained as required by Section 620.106 of the Act is 11780 U.S. Highway One, Suite 400, North Palm Beach, Florida 33408.
3. The name of the sole General Partner of the Partnership is Nicklaus Family Management, Inc. and its business address is 11780 U.S. Highway One, Suite 400, North Palm Beach, Florida 33408.
4. The mailing address of the Partnership is 11780 U.S. Highway One, Suite 400, North Palm Beach, Florida 33408.
5. The latest date on which the Partnership is to be dissolved is December 31, 2029.

IN WITNESS WHEREOF, the undersigned General Partner, by and through its Attorney-in-Fact, has executed this Certificate of Limited Partnership as of the 1st day of June, 1999.

GENERAL PARTNER:

NICKLAUS FAMILY MANAGEMENT, INC.

By: [Signature] Name: Oren S. Tasini Title: Its Attorney-in-Fact

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Limited Partnership. We are familiar with, and accept, the obligations of, Section 620 of the Florida Statutes.

FHS CORPORATE SERVICES, INC., a Florida corporation

By: [Signature] Oren S. Tasini, Its Assistant Secretary

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AFFIDAVIT DECLARING CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
)
SS:
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Oren S. Tasini, known to me, who being first duly sworn, did depose and say as follows:

1. I am the Attorney-in-Fact for Nicklaus Family Management, Inc., the Sole General Partner named in the Certificate of Limited Partnership of Nicklaus/MN, Ltd. (the "Partnership"). I do make this Affidavit pursuant to the requirements of Section 620.108 of the Uniform Limited Partnership Act of 1986.

2. The amount of capital contributions of the Limited Partners of the Partnership and the amount anticipated to be contributed by them is a total of Seven Thousand Five Hundred Dollars (\$7,500.00).

GENERAL PARTNER:

NICKLAUS FAMILY MANAGEMENT, INC.

By: [Signature]
Name: Oren S. Tasini
Title: Its Attorney-in-Fact

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ACKNOWLEDGMENT

STATE OF FLORIDA)
)
SS:
COUNTY OF PALM BEACH)

BEFORE ME personally appeared Oren S. Tasini: [] who produced the following identification _____; [X] who is personally known to me; and who acknowledged before me that he executed the foregoing Affidavit as his free act and deed for the uses and purposes set forth therein.

WITNESS my hand and official seal, at North Palm Beach, Florida, this 1st day of June, 1999.

SEAL:

[Signature]
Notary Public
Carmen Torres
My Commission GC728500
Expires March 22, 2002