

Division of Corporations

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Florida Department of State

Division of Corporations
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To:

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From:

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FLORIDA LIMITED PARTNERSHIP

nC Partners, Ltd.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$87.50

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MEMORANDUM

TO: Florida Department of State
FROM: Jackie Gerstenfeld
RE: nC Partners, Ltd.
DATE: July 24, 2000

The Articles of Incorporation for nC Partners, Inc., the general partner of the above-referenced limited partnership, were filed earlier today. Please file the attached Certificate of Limited Partnership upon the filing of the general partner's Articles of Incorporation.

If you have any questions, please call me at 305-789-3545. Thank you for your assistance with this matter.

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
nC PARTNERS, LTD.

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of nC PARTNERS, LTD., a Florida limited partnership (the "Partnership"), does hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:
nC PARTNERS, LTD.
2. The office and principal place of business for the Partnership currently is:
1750 East Sunrise Boulevard
Fort Lauderdale, Florida 33304
3. The name and address of the agent for service of process on the Partnership is:
Glen R. Gilbert
1750 East Sunrise Boulevard
Fort Lauderdale, Florida 33304
4. The name and address of the sole General Partner of the Partnership is:
nC Partners, Inc. ✓
1750 East Sunrise Boulevard
Fort Lauderdale, Florida 33304 *000000 70227*
5. The mailing address of the Partnership is:
1750 East Sunrise Boulevard
Fort Lauderdale, Florida 33304
6. The latest date upon which the Partnership shall dissolve is December 31, 2050.

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TALLAHASSEE, FLORIDA

Filed by:
Alison W. Miller, Florida Bar No. 220132
Stearns Weaver Miller, et al
150 West Flagler Street, Suite 2200
Miami, Florida 33130
Telephone: 305-789-3200
Facsimile: 305-789-3395


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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as sole General Partner pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: July 21, 2000

nC PARTNERS, INC., a Florida corporation,
its General Partner

By: 
Glen R. Gilbert, Executive Vice President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Glen R. Gilbert hereby accepts his appointment as registered agent for nC Partners, Ltd., a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: July 21, 2000


Glen R. Gilbert, Registered Agent

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Glen R. Gilbert as Executive Vice President of nC Partners, Inc., a Florida corporation, as sole General Partner of nC Partners, Ltd., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$100.00.
2. It is anticipated that the Limited Partners will not make additional contributions to the capital of the Partnership.

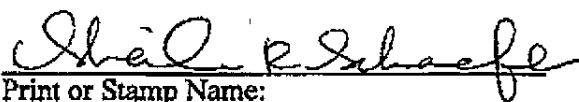
nC PARTNERS, INC., a Florida corporation,
its General Partner

By: 
Glen R. Gilbert/Executive Vice President

The foregoing instrument was acknowledged before me this 21 day of July, 2000, by Glen R. Gilbert as Executive Vice President of nC Partners, Inc., a Florida corporation, as sole General Partner of nC Partners, Ltd., a Florida limited partnership, who is personally known to me or who has produced a driver's license as identification and who did (did not) take an oath.



Sheila R. Schaefer
MY COMMISSION # CC893475 EXPIRES
December 7, 2003
BONDED THRU TROY FARM INSURANCE, INC.


Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:

D:\Files\Venture Partners\nc Partners\CERTIFICATE-LP.wpd

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