

ATTORNEYS AT LAW

GLENN RASMUSSEN FOGARTY & HOOKER

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(813) 229-3333 Fax (813) 229-5946

September 19, 2002

MJH

Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
409 E. Gaines Street  
Tallahassee, FL 32399

VIA FEDEX

400007986094--2  
-09/24/02--01013--023  
\*\*\*1837.50 \*\*\*1837.50

Re: Wiggins Pass Capital, Ltd. -- Certificate of Limited Partnership

Gentlemen:

Enclosed are the following items pertaining to Wiggins Pass Capital, Ltd.:

1. The original and one copy of Certificate of Limited Partnership; and
2. Check payable to you for the following charges:

Filing fee	\$1,750.00
Registered Agent's	
Designation	35.00
Certified Copy	<u>52.50</u>
TOTAL	\$1,837.50

Please approve and file the original Certificate of Limited Partnership and return a certified copy to us.

Very truly yours,

GLENN RASMUSSEN  
FOGARTY & HOOKER, P.A.

*Evan R. Batoff*

Evan R. Batoff

BRB/ad  
Enclosures

cc: Neil J. Rauenhorst (w/enc.)

2815-004^C Ltr. Fla. Dept. of State -- Cert. of Limited Partnership

**CERTIFICATE OF LIMITED PARTNERSHIP**

**FOR**

**WIGGINS PASS CAPITAL, LTD.**

1. The name of the limited partnership is: **Wiggins Pass Capital, Ltd.**

2. The mailing address of the limited partnership is as follows:

101 E. Kennedy Blvd., Suite 2125  
Tampa, Florida 33602

3. The address of the registered office of the limited partnership is as follows:

101 E. Kennedy Blvd., Suite 2125  
Tampa, Florida 33602

4. The name and business address of the sole general partner are as follows:

NJR Wiggins Pass, Inc. *PO2-101143*  
101 E. Kennedy Blvd., Suite 2125  
Tampa, Florida 33602

5. The name and address of the registered agent for service of process are as follows:

Jan Whitis  
101 E. Kennedy Blvd., Suite 2125  
Tampa, Florida 33602

6. The limited partnership will commence at the time of the filing of this Certificate.

7. The latest date when the limited partnership is to be dissolved is December 31, 2042.

**DATE:** September 12, 2002.

**NJR WIGGINS PASS, INC.,**  
General Partner

By: 

Neil J. Rauenhorst, President

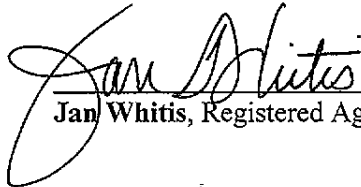
**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent to accept service of process for the limited partnership named above at the place designated in the foregoing Certificate of Limited Partnership, the undersigned accepts the appointment as registered agent and agrees to act in that capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties as

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

registered agent. The undersigned is familiar with, and accepts, the obligations of registered agent as provided in Chapter 620, Florida Statutes.

DATE: September 18, 2002

  
Jan Whitis, Registered Agent

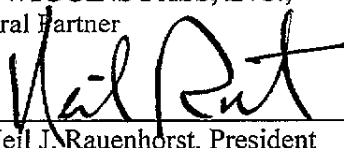
### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned sole general partner of Wiggins Pass Capital, Ltd., a Florida limited partnership, declares the following:

1. The amount of the capital contributions of the limited partners to date is \$1.00.
2. The total amount that is anticipated to be contributed to the capital of the limited partnership by the limited partners is U.S. \$25,000,000.00.

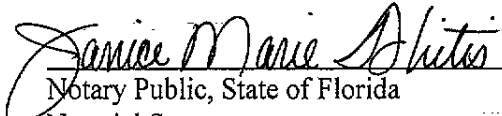
DATE: September 18, 2002.

NJR WIGGINS PASS, INC.,  
General Partner

By:   
Neil J. Rauenhorst, President

STATE OF FLORIDA                     )  
  ) ss:  
COUNTY OF HILLSBOROUGH        )

Sworn to and subscribed before me on September 18, 2002, by Neil J. Rauenhorst, as President of NJR Wiggins Pass, Inc., a Florida corporation, on behalf of the corporation. He ☒ is personally known to me or ☐ has produced a Florida driver's license as identification.

  
Notary Public, State of Florida  
Notarial Stamp:

