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GOLDBERG & OLIVE
ATTORNEYS AT LAW

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STUART E. GOLDBERG*

*Florida Bar Certified Wills, Trusts & Estates

PHONE: (850) 222-4000
FAX: (850) 942-6400

February 12, 2003

CAROLYN D. OLIVE*
*Florida Bar Certified Tax Law
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
By Hand Delivery

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: NKWH LIMITED PARTNERSHIP, L.L.L.P.

Dear Madam/Sir:

Enclosed for filing are an original and one copy each of the following documents:

1. Statement of Qualification for Florida Limited Liability Limited Partnership;
2. Certificate of Limited Partnership;
3. Affidavit of Capital Contributions; and
4. Certificate of Designation of Registered Agent/Registered Office.

Also enclosed is our firm check in the amount of \$1,810.00 for the following fees:

Limited Partnership filing fee	\$ 1,750.00
LLLP Statement of Qualification fee	25.00
Registered Agent fee	<u>35.00</u>
Total	\$ 1,810.00

Please return our document copies in the enclosed return envelope.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to call me.

Sincerely,

Carolyn D. Olive

Carolyn D. Olive

CDO/ldv
Enclosures

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Certificate of Limited Partnership of
NKWH LIMITED PARTNERSHIP, L.L.L.P.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

a Florida Limited Liability Limited Partnership

The undersigned General Partner, desiring to form a limited liability limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Chapter 620, Part I, of the Florida Statutes, hereby states the following:

1. The name of the Partnership is:

NKWH LIMITED PARTNERSHIP, L.L.L.P. (herein, the "Partnership").

2. The mailing address and principal place of business of the Partnership are:

9608 Rose Road
Tallahassee, Florida 32311

3. The name and address of the agent for service of process on the Partnership are:

Richard Hull
9608 Rose Road
Tallahassee, Florida 32311

4. The name and business address of the General Partner are:

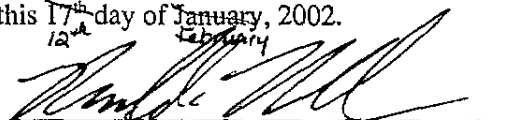
Richard Hull
9608 Rose Road
Tallahassee, Florida 32311

5. The latest date upon which the Partnership shall dissolve is December 31, 2075.

6. The effective date of this Certificate of Limited Partnership shall be upon filing.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of NKWH LIMITED PARTNERSHIP, L.L.L.P. on this 17th day of January, 2002.


Richard Hull, as General Partner

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

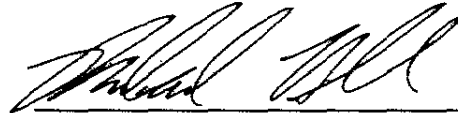
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TALLAHASSEE, FLORIDA

NKWH LIMITED PARTNERSHIP, L.L.L.P., a Florida limited liability limited partnership (the "Partnership"), whose address is 9608 Rose Road, Tallahassee, Florida 32311, by and through its undersigned General Partner, certifies as follows:

1. The amount of initial capital contributions to the Partnership made by the initial Limited Partners is \$ 1,000.00.
2. Additional capital contributions are anticipated to be contributed by the Limited Partners to the Partnership in the amount of \$ 19,999,000.00.
3. The total amount of initial and anticipated capital contributions to be contributed to the Partnership is \$ 20,000,000.00.

FURTHER AFFIANT SAITH NOT.

Under penalties of perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.



Richard Hull, as General Partner

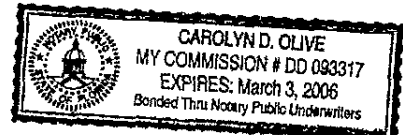
STATE OF FLORIDA
COUNTY OF LEON

The foregoing Affidavit was sworn to and subscribed before me this 12th day of February, 2003, by **Richard Hull** [(X)] who is personally known to me; or () who has produced _____ as identification], as General Partner.


Signature of Notary Public

Notary Stamp/Seal:

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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03 FEB 13 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTIONS 620.105 AND 620.192, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY LIMITED PARTNERSHIP, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA:

1. The name of the limited liability limited partnership is:

NKWH LIMITED PARTNERSHIP, L.L.L.P.

2. The name and address of the registered agent and the address of the registered office are:

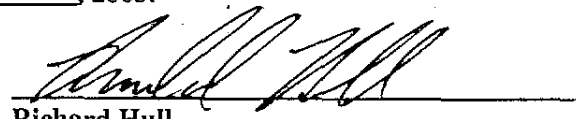
Richard Hull
9608 Rose Road
Tallahassee, Florida 32311


Richard Hull, as General Partner

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 12th day of February, 2003.


Richard Hull
Registered Agent

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