

A04000000059

(Requestor's Name)

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PICK-UP WAIT MAIL

(Business Entity Name)

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Acknowledgement DCC

W. P. Verifier DCC



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04 JAN -5 AM 10:39
STATE
TALLAHASSEE FLORIDA

Tara Freedman GAVE

AUTHORIZATION BY PHONE TO
add suffix on GP name

DCC. EXAM. dec

TARA R. FRIEDMAN

Pelican Bay Corporate Centre
5551 Ridgewood Drive, Suite 501
Naples, Florida 34108-2719

Tel 239.514.1000
Fax 239.514.0377
www.gfpac.com

January 2, 2004

Via Federal Express

Registration Section
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Filing of Certificate of Limited Partnership for Dilks Partners, Ltd. and the Affidavit of Capital Contributions

To Whom It May Concern:

Enclosed please find the referenced documents to be filed with Florida Divisions of Corporations. Also enclosed is our check number 19271 in the amount of \$1,785.00 which includes the \$35.00 fee due for designation of registered agent and the remainder is the maximum filing fee.

Please send the acknowledgement copy to:

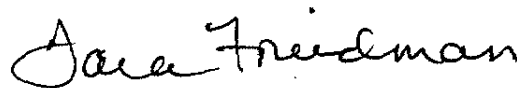
William M. Pearson, Esq.
Grant, Fridkin, Pearson & Crown
5551 Ridgewood Dr. Suite 501
Naples, FL 34108

We request that the date of filing for Dilks Partners, Ltd. be January 2, 2004.

The General Partner for this limited partnership is "Dilks Companies" and the filing date with the Division of Corporations for "Dilks Companies" is January 2, 2004. It is important to note that "Dilks Companies" may not show up as an active entity in the Division of Corporations listings until January 7, 2004 because the department is very backlogged and running days behind (as I am sure you know) but they have received this filing on January 2 and will be using that as the filing date. Please do not return this limited partnership filing to me because "Dilks Companies" does not show up as an active entity yet. Please hold until the "Dilks Companies" shows being filed on January 2, 2004. I think because your department is also backlogged that by the time you go to file this "Dilks Companies" will be showing up as an active entity and this will not be an issue. I appreciate your assistance and cooperation very much.

If you have any questions please contact me at 239-514-1000. Thank you for your assistance in this matter.

Very truly yours,



Tara Friedman
Legal Assistant Peter L. Keeley

/trf
Enclosures

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TALLAHASSEE FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
DILKS PARTNERS, LTD.**

The undersigned sole general partner, desiring to form a limited partnership pursuant to the laws of the State of Florida, certifies as follows:


1. Name of Limited Partnership. The name of the limited partnership is **Dilks Partners, Ltd.**
2. Office for Maintenance of Business Records. The address of the office at which the records of the limited partnership will be kept is c/o 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108.
3. Agent for Service of Process. The name and address of the partnership's agent for service of process in Florida are William M. Pearson, Esq., c/o Grant, Fridkin, Pearson, Athan & Crown, P.A., 5551 Ridgewood Drive, Suite 501, Naples, FL 34108.
4. General Partner. The name and business address of the General Partner of the Limited Partnership are as follows:

<u>Name</u>	<u>Address</u>
Dilks Companies, Inc. <i>P04000006040</i>	5551 Ridgewood Drive, Suite 501 Naples, FL 34108
5. Mailing Address of Partnership. The mailing address of the limited partnership is 5551 Ridgewood Drive, Suite 501, Naples, FL 34108.
6. Latest Date of Dissolution. The latest date on which the limited partnership is to dissolve is December 31, 2053.

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof, and that the facts stated herein are true and correct.

Dated as of this 31st day of December, 2003.

Dilks Companies,
a Florida corporation
GENERAL PARTNER


By: **Donald Dilks**
Its: President

I hereby accept appointment as registered agent for the partnership.


William M. Pearson, Esq.

STATE OF FLORIDA
TALLAHASSEE
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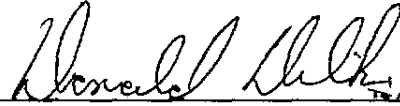
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting the sole General Partner of **Dilks Partners, Ltd.**, declares that the capital contributions of the Limited Partners in the partnership are as follows:

The Limited Partners have made and anticipate to make capital contributions of \$10,000,000.

Further Affiant sayeth not. Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof, and that the facts stated herein are true and correct.

Dilks Companies
a Florida corporation,
GENERAL PARTNER



By: **Donald Dilks**
Its: President

RECORDED
ALLAHACSEE
FLORIDA

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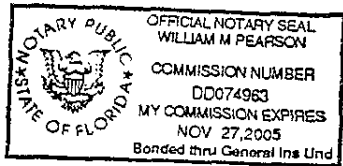
STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was sworn to and subscribed before me this 31st day of December, 2003, by **Donald Dilks**, the President of **Dilks Companies**, as General Partner of **Dilks Partners, Ltd.**, who is personally known to me or who has produced a driver license as identification.



Notary Public
State of Florida
My Commission Expires:
My Commission Number:



WILLIAM M. PEARSON

(Printed, typed or stamped commissioned name of Notary Public)