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FLORIDA LIMITED PARTNERSHIP

GUGGENHEIM-NICKLAUS FUND I, LTD.

Certificate of Status	0
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Page Count	02
Estimated Charge	\$140.00

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
GUGGENHEIM-NICKLAUS FUND I, 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 Guggenheim-Nicklaus Fund I, Ltd.
2. The address of the registered office of the Partnership pursuant to Section 620.105 of the Act is 860 U. S. Highway One, Third Floor, North Palm Beach, Florida 33408, and the registered agent of the Partnership upon whom process may be served at that address is James H. Schnare II.
3. The name of the sole General Partner of the Partnership is GN Fund I, LLC, a Florida limited liability company, and its business address is 11780 U. S. Highway One, Suite 500, North Palm Beach, Florida 33408. LO5-632
4. The mailing address of the Partnership is 11780 U.S. Highway One, Suite 500, North Palm Beach, Florida 33408.
5. The latest date on which the Partnership is to be dissolved is December 31, 2035.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on the ____ day of June, 2005.

GN Fund I, LLC

By


Gary T. Nicklaus, Manager

ACCEPTANCE BY REGISTERED AGENT

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


James H. Schnare II

June 27, 2005

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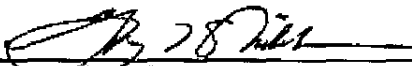
AFFIDAVIT REGARDING CAPITAL CONTRIBUTIONS

THE UNDERSIGNED, constituting the duly authorized representative of the sole general partner of Guggenheim-Nicklaus Fund I, Ltd., a Florida limited partnership, hereby certify that the amount of capital contributions of the Limited Partners of such Partnership and the amount anticipated to be contributed by them is a total of Seven Thousand Five Hundred Dollars (\$7,500.00).

FURTHER AFFIANT SAYETH NOT.

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

GN Fund I, LLC

By: 
Gary T. Nicklaus, Manager

June 27, 2005

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