

9/08/2005 12:05 PM 305 358 5744 WHITE & CASE 001/005
Division of Corporations Page 1 of 1
A05000001714

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000214368 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : WHITE & CASE
Account Number : 075410002143
Phone : (305)371-2700
Fax Number : (305)358-5744

4209/09/05

RECEIVED
05 SEP -8 PM 3:38
DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP
Tanglewood Acquisition, Ltd.

05 SEP -8 AM 10:17
TALLAHASSEE, FLORIDA

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$1,837.50

Electronic Filing Menu Corporate Filing Public Access Help

Sp

CERTIFICATE OF LIMITED PARTNERSHIP

OF

TANGLEWOOD ACQUISITION, LTD.

The undersigned General Partner hereby forms a limited partnership pursuant to and in accordance with the Florida Revised Uniform Limited Partnership Act (Florida Statutes Section 620.101, et. seq.) as follows:

1. Name.

The name of the limited partnership (the "Partnership") is
TANGLEWOOD ACQUISITION, LTD.

2. Registered Office.

The registered office of the Partnership in the State of Florida is c/o White & Case LLP, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

3. Registered Agent.

The name and address of the registered agent of the Partnership for service of process on the Partnership in the State of Florida is Frederic L. Levenson, c/o White & Case LLP, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

4. General Partner.

The name and business address of the General Partner is as follows:

Tanglewood, LLC
c/o White & Case LLP
200 South Biscayne Boulevard, Suite 4900
Miami, Florida 33131

5. Mailing Address.

The mailing address of the Partnership is c/o White & Case LLP, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

FILED
05 SEP -8 AM 10:17
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

205-88412

6. Dissolution.

The latest date upon which the Partnership will dissolve is December 31, 2035.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership as of the 8th day of September, 2005

GENERAL PARTNER:

TANGLEWOOD, LLC

By: 

Name: Frederic L. Levenson

Title: Authorized Representative

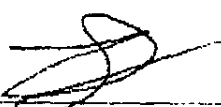
FILED
05 SEP -8 AM 10:17
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 620.192, the following is submitted:

TANGLEWOOD ACQUISITION, LTD., desiring to organize as a limited partnership under the laws of the State of Florida, has designated c/o White & Case LLP, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131, as its initial Registered Office and has named Frederic L. Levenson located at said address as its initial Registered Agent.

TANGLEWOOD, LLC
General Partner

By: 
Name: Frederic L. Levenson
Title: Authorized Representative

Having been named Registered Agent for the above stated limited partnership, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 620.192 relative to keeping open said office.

By: 
Frederic L. Levenson
Registered Agent

05 SEP - 8
11:10:17
TALLAHASSEE
FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Frederic L. Levenson, Authorized Representative of TANGLEWOOD, LLC, a Florida limited liability company, constituting the sole General Partner of TANGLEWOOD ACQUISITION, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being sworn, certified as follows:

1. The actual amount of capital contributions of the limited partners is \$2,000,000.
2. The total anticipated amount of the capital contributions of the limited partners is \$2,000,000.

This 8th day of September, 2005.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

TANGLEWOOD, LLC

By: 

Name: Frederic L. Levenson

Title: Authorized Representative

05 SEP -8 AM 10:17
STATE OF FLORIDA
TALLAHASSEE, FLORIDA