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TALLAHASSEE, FLORIDA

TC
\$1,000,000.00

**LAW OFFICES
MICHAEL LAPAT**

3300 University Drive
Suite #311
Coral Springs, Florida 33065
(954) 345-6442
(954) 344-0288 (Fax)

11 South LaSalle Street
Suite # 1500
Chicago, Illinois 60603
(312) 641-3723

Please Reply to Florida Office

September 15, 2005

Registration Section
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re:	Agar Capital Partners, Ltd.	\$1,846.25
	Agar Capital Management, LLC	\$ 155.00
		\$2,001.25

Dear Sir or Madam:

Enclosed herein, please find a Certificate of Limited Partnership and Articles of Organization for the above referenced entities..

Also enclosed is one check in the amount of \$2,001.25 representing the filing and certified copy fees for these formations. Please return file-stamped copies to this office in the enclosed envelope which I have provided.

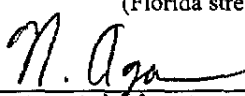
Should you have any questions, please do not hesitate to contact the undersigned at 888-263-4774.

Very truly yours,
Kristine Cobban

kdc
enclosure

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CERTIFICATE OF LIMITED PARTNERSHIP

1. Agar Capital Partners, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 3300 University Drive, Ste 311, Coral Springs, Florida 33065
(Business address of Limited Partnership)
3. Nick Agar
(Name of Registered Agent for Service of Process)
4. 3300 University Drive, Ste 311, Coral Springs, Florida 33065
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 3300 University Drive, Ste 311, Coral Springs, Florida 33065
(Mailing Address of the Limited Partnership)


7. The latest date upon which the Limited Partnership is to be dissolved is: 12/31/2051
8. Name(s) of general partner(s): _____ Street address: _____

<u>Agar Capital Management, LLC</u>	<u>3300 University Drive, Ste 311</u>
<u>'_0500000104891</u>	<u>Coral Springs, Florida 33065</u>
_____	_____

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

Signed this 26 day of September, 2005.

Signature of all general partners:

<u></u> General Partner	_____ General Partner
By: Nick Agar, Manager of General Partner, Agar Capital Management, LLC	_____ General Partner
_____ General Partner	_____ General Partner

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIP

The undersigned constituting all of the general partners of Agar Capital Partners, Ltd.

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 1,000,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 1,000,000.00.

Signed this 26 day of September, 2005

FURTHER AFFLIANT SAYETH NOT.

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

N. Aga
General Partner

By: Nick Agar, Manager of General Partner,
Agar Capital Management, LLC

General Partner

General Partner

General Partner

General Partner

General Partner

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TALLAHASSEE, FLORIDA

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