

NOV. 23. 2005 12:03 PM

HAILE SHAW & PFAFF

NO. 232

PP. 1 of 1

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Division of Corporations 2005 NOV 23 P 12:03

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TALLAHASSEE, FLORIDA

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

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Account Number : 076326003550
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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

Nicklaus Partners, Ltd.

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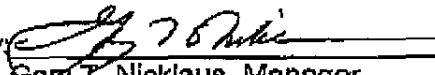
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**CERTIFICATE OF LIMITED PARTNERSHIP
OF
NICKLAUS PARTNERS, LTD.**

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 Nicklaus Partners, Ltd.
2. The address of the registered office of the Partnership pursuant to Section 620.105 of the Act is 660 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 Nicklaus Partners, LLC, a Florida limited liability company, and its business address is 11780 U. S. Highway One, Suite 500, North Palm Beach, Florida 33408.
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, 2055.

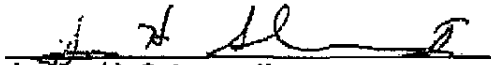
IN WITNESS WHEREOF, the undersigned has hereunto set his hand on the 23rd day of November, 2005.

Nicklaus Partners, 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

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AFFIDAVIT REGARDING CAPITAL CONTRIBUTIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, constituting the duly authorized representative of the sole general partner of Nicklaus Partners, 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.

Nicklaus Partners, LLC

By: 
Gary T. Nicklaus, Manager

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