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12/14/05--01040--014 \*\*965.00

01/19/06--01025--014 \*\*35.00

FILED  
2006 JAN 18 PM 12:36  
TALLAHASSEE, FLORIDA

W05-55430  
J. BROWN DEC 16 2005

J. BROWN JAN 19 2006

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Baxter Capital, LP

(Name of Florida Limited Partnership or Limited Liability Limited Partnership)

The enclosed Certificate of Limited Partnership and fees are submitted for filing.

Please return all correspondence concerning this matter to:

Laura Anthony, Esq.

(Contact Person)

Legal & Compliance, LLC

(Firm/Company)

330 Clematis Street, Suite 217

(Address)

West Palm Beach, FL 33401

(City, State and Zip Code)

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2006 JAN 18 PM 12:36  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Laura Anthony, Esq.

(Name of Contact Person)

at ( 561 ) 514-0936

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$1,000.00 Filing Fees  
(\$965 Filing Fee and  
\$35 Registered Agent  
Fee)

☐ \$1,008.75 Filing Fees  
and Certificate of  
Status

☐ \$1,052.50 Filing Fees  
and Certified Copy

☐ \$1,061.25 Filing Fees,  
Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 6, 2006

LAURA ANTHONY, ESQ.  
LEGAL & COMPLIANCE, LLC  
330 CLEMATIS STREET, SUITE 217  
WEST PALM BEACH, FL 33401

SUBJECT: BAXTER CAPITAL, LP  
Ref. Number: W05000055430

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2006 JAN 18 PM 12:36  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

You failed to make the correction(s) requested in our previous letter.

There is a balance due of \$35.00.

Can't file the old form under the new law.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan  
Document Specialist

Letter Number: 106A00001117

**CERTIFICATE OF LIMITED PARTNERSHIP  
FOR  
FLORIDA LIMITED PARTNERSHIP  
OR  
LIMITED LIABILITY LIMITED PARTNERSHIP**

FILED  
2006 JAN 18 PM 12:36  
JULY 13, 2006  
TALLAHASSEE, FLORIDA

1. Baxter Capital, LP

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)  
*Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.*  
*Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.*

2. 113 Inner Harbour Way, Suite 101

(Street address of initial designated office)

Jupiter, Florida 33477

3. Paul Gozzo

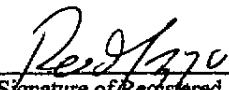
(Name of Registered Agent for Service of Process)

4. 113 Inner Harbour Way, Suite 101

(Florida street address for Registered Agent)

Jupiter, Florida 33477

5. *I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
\_\_\_\_\_  
Signature of Registered Agent

6. 113 Inner Harbour Way, Suite 101

(Mailing address of initial designated office)

Jupiter, Florida 33477

7. If limited partnership elects to be a limited liability limited partnership, check box ☒

8. Name and business address of each general partner:

Name: #L05000114537

Business Address:

Baxter Capital Management, LLC

113 Inner Harbour Way, Suite 101

Jupiter, Florida 33477

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2006 JAN 18 PM 12:36  
DIVISION OF CORPORATE FILINGS  
TALLAHASSEE, FLORIDA

9. Effective date, if other than the date of filing: \_\_\_\_\_

(Effective date cannot be prior to nor more than 90 days after the date the document is filed by the Florida Department of State.)

Signed this \_\_\_\_\_ day of \_\_\_\_\_

Signature of each general partner:

*Rec'd 1/17/06*

**Filing Fees:**

**Certified Copy (optional):**

**Certificate of Status (optional):**

**\$1,000.00** (\$965 Filing Fee and \$35 Registered Agent Fee)

**\$52.50**

**\$8.75**