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FLORIDA/FOREIGN LP/LLP

Baxter/Brandywine Investment Group LP

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Electronic Filing Menu

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Help

CERTIFICATE OF LIMITED PARTNERSHIP

OF

BAXTER/BRANDYWINE INVESTMENT GROUP LP

1. Name of Limited Partnership: BAXTER/BRANDYWINE INVESTMENT GROUP LP.
2. Business Address of Limited Partnership: 4400 PGA Boulevard, Suite 900
Palm Beach Gardens, Florida 33410
3. Name of Registered Agent: Stephen M. Newman, P.A.
4. Street Address of Registered Agent: 4400 PGA Boulevard, Suite 900
Palm Beach Gardens, Florida 33410
5. Signature of Registered Agent: By: Stephen M. Newman
Name: Stephen M. Newman
Title: President
6. Mailing Address of Limited Partnership: 4400 PGA Boulevard, Suite 900
Palm Beach Gardens, Florida 33410
7. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2056.
8. Names and business addresses of the General Partners:

BRANDYWINE VENTURES LLC
4400 PGA Boulevard, Suite 900
Palm Beach Gardens, Florida 33410

BAXTER VENTURES LLC
4400 PGA Boulevard, Suite 900
Palm Beach Gardens, Florida 33410

Signed this 31st day of July, 2006.

BRANDYWINE VENTURES LLC
General Partner

By _____
Robert J. Einhorn, Sole Member

BAXTER VENTURES LLC
General Partner

By Alan H. Einhorn
Alan H. Einhorn, Sole Member

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BAXTER/BRANDYWINE INVESTMENT GROUP LP

BAXTER/BRANDYWINE INVESTMENT GROUP LP

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been appointed as registered agent and to accept service of process for the above-named limited partnership at the place described in the foregoing Certificate of Limited Partnership, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. Further, it agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and states that it is familiar with and accepts the obligations of its position as registered agent.

STEPHEN M. NEWMAN, P.A.

By 
Stephen M. Newman, President

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