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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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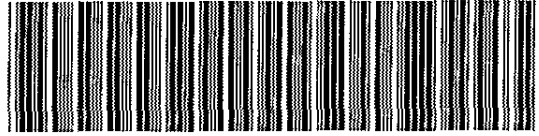
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9-20

*Christ*

**Bernard S. Peck**  
J.D., Member FL & CT Bars

**Daniel D. Peck**  
J.D., Member FL & CT Bars

**Mark E. Adamczyk**  
J.D., Member FL & GA Bars

**Brian J. Downey**  
J.D., Member FL, AZ & IN Bars  
LL.M. in Taxation

## Peck & Peck

*Attorneys at Law*  
Suite 103, Wachovia Bank Building  
5801 Pelican Bay Boulevard  
Naples, Florida 34108-2709

Telephone  
# (239) 566-3600

Facsimile  
(239) 566-3977

September 12, 2006

### Via Federal Express

Secretary of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**Re: Haleakala Management, Inc. and  
Haleakala Capital Partners, Ltd.**

Dear Madam:

Enclosed for filing is the original and one copy of the Articles of Incorporation for the above named corporation, together with a check to your order in the sum of \$78,750 representing the filing fee.

Also enclosed for filing is the original and one copy of the Certificate of Limited Partnership for the above named limited partnership, together with a check to your order in the sum of \$1,000,000 representing the filing fee.

Please process the enclosed documents and return the stamped copy of the each together with the Certificate of Incorporation, to the undersigned in the envelope provided.

Thank you for your attention to this matter.

Sincerely,

  
Daniel D. Peck

DDP:sms  
Enclosures  
cc: Mark E. Nichols

SECRETARY OFFICE  
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
HALEAKALA CAPITAL PARTNERS, LTD.**

**1. NAME**

The name of the limited partnership is:

HALEAKALA CAPITAL PARTNERS, LTD.

**2. STREET ADDRESS OF DESIGNATED OFFICE**

2335 9<sup>th</sup> Street North, Suite 402  
Naples, Florida 34103

**3. REGISTERED AGENT FOR SERVICE OF PROCESS**


Daniel D. Peck

**4. REGISTERED OFFICE**

Peck & Peck  
5801 Pelican Bay Boulevard, Suite 103  
Naples, Florida 34108

**5. ACCEPTANCE BY REGISTERED AGENT**

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.

  
Daniel D. Peck

**6. MAILING ADDRESS OF DESIGNATED ADDRESS**

2335 9<sup>th</sup> Street North, Suite 402  
Naples, Florida 34103

**7. NAME AND BUSINESS ADDRESS OF EACH GENERAL PARTNER**

HALEAKALA MANAGEMENT, INC.      2335 9<sup>th</sup> Street North, Suite 402  
Naples, Florida 34103

**8. EFFECTIVE DATE**

*POB-119105*

This Certificate shall become effective upon filing by the Florida Department of State.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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IN WITNESS WHEREOF, the undersigned signs this document this 1<sup>st</sup> day of September, 2006.

HALEAKALA MANAGEMENT, INC.,  
General Partner

By: Mark E. Nichols  
Mark E. Nichols  
President

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA