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Division of Corporations

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Morgan Woods Soccer, Ltd.

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Feb 24/2011

EXAMINER

**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

MORGAN WOODS SOCCER, LTD.

Pursuant to the authority of Section 620.1201, Florida Statutes, the undersigned, constituting the sole general partner of MORGAN WOODS SOCCER, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be MORGAN WOODS SOCCER, LTD. (the "Partnership").

2. The address of the initial office where records shall be kept shall be 5309 Transportation Boulevard, Cleveland, Ohio 44125.

3. The name of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., and the street address of the initial registered office is 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801.

4. The name and initial business address of the General Partner is:

NRP MORGAN WOODS SOCCER GP, LLC, a Florida limited liability company
5309 Transportation Boulevard
Cleveland, Ohio 44125 *L11000023138*

4. The initial mailing address of the limited partnership is 5309 Transportation Boulevard, Cleveland, Ohio 44125.

5. The period of duration for the Partnership shall be perpetual, unless dissolved in accordance with the terms of the governing partnership agreement of the Partnership.

6. The Partnership hereby elects not to be a limited liability limited partnership.

This Certificate has been executed by the undersigned as of the *23rd* day of February, 2011.

GENERAL PARTNER:

NRP MORGAN WOODS SOCCER GP, LLC, a
Florida limited liability company

By: *[Signature]*

Name: *Ann E. Scott*

Title: *Manager*

ACKNOWLEDGEMENT OF REGISTERED AGENT

The undersigned, B&C CORPORATE SERVICES OF CENTRAL FLORIDA, INC., having been designated as the Registered Agent for MORGAN WOODS SOCCER, LTD., hereby accepts the designation and agrees to act as the Registered Agent of the Partnership and states that he is familiar with and accepts his statutory obligations as such.

B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC.

By: 

Janice C. Myers, Vice President

Dated this 23rd day of February, 2011.

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