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OF COUNSEL

May 19, 1998

Division of Corporations
Florida Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

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-05/21/98-01062-002 7
***1785.00 ***1785.00

CM

Re: Nugent Family Limited Partnership

Dear Sir/Madam:

Enclosed herewith are the original and one (1) copy of the following documents:

- 1) Affidavit of Capital Contribution;
- 2) Certificate of Limited Partnership of The Cotton Family Limited Partnership a Florida Limited Partnership;
- 3) Acceptance of Appointment as Registered Agent; and
- 4) Check #1061, payable to the Secretary of State, in the amount of \$1,785.00, for filing fees.

Please stamp the enclosed copies evidencing your receipt of same and return in the envelope provided for your convenience.

Thank you for your attention to this matter.

Very truly yours,

Frances E. Phillips

Frances E. Phillips
Legal Assistant

fep
Encl.

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SECRET
TALLAHASSEE, FLORIDA
98 JUN 10 PM 15
FILED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 26, 1998

FRANCES E. PHILLIPS
AUGUST, COMITER & KULUNAS, P.A.
250 AUSTRALIAN AVE. SOUTH, #1100
WEST PALM BEACH, FL 33401

SUBJECT: NUGENT FAMILY LIMITED PARTNERSHIP
Ref. Number: W98000011903

FILED
98 JUN 10 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for NUGENT FAMILY LIMITED PARTNERSHIP and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the corecct name of the entity you would like to use as registerd agent and general partner is Colnu, Corp. Please correct the name throughout the document.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 698A00029281

**CERTIFICATE OF LIMITED PARTNERSHIP OF
THE NUGENT FAMILY LIMITED PARTNERSHIP
A FLORIDA LIMITED PARTNERSHIP**

The undersigned General Partner of The Nugent Family Limited Partnership, a Florida limited partnership (the "General Partner"), desires to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is The Nugent Family Limited Partnership.
2. The address of the office of the Partnership is 3796 Quail Ridge Drive, Boynton Beach, Florida 33436.
3. The name and address of the agent for service of process of the Partnership is COLNU, Corp. 3796 Quail Ridge Drive, Boynton Beach, FL 33434. 848-39177
4. The name and business address of the General Partner is COLNU, Corp. 3796 Quail Ridge Drive, Boynton Beach, FL 33434.
5. The mailing address of the Partnership is 3796 Quail Ridge Drive, Boynton Beach, Florida 33436.
6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2017, unless the Partners agree to extend the term.
7. The Partnership shall be effective upon the filing of this Certificate of Limited Partnership (the "Certificate") with the State of Florida, Department of State.

This Certificate is duly executed and is being filed in accordance with section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of The Nugent Family Limited Partnership, this 1 day of May, 1998.

GENERAL PARTNER:

COLNU, Corp.

By:


JOHN E. NUGENT, President

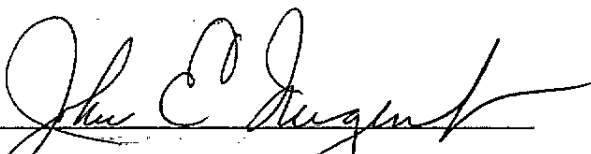
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for The Nugent Family Limited Partnership, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, COLNU, Corp., on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of the registered agent.

COLNU, Corp.

Registered Agent

By:


JOHN E. NUGENT, President

FILED
98 JUN 10 PM 12:15
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I, JOHN E. NUGENT, as President of COLNU, Corp. which corporation is the General Partner of the NUGENT FAMILY LIMITED PARTNERSHIP, a Florida limited partnership, hereinafter referred to as the "Partnership," being duly sworn, certifies as follows:

1. The amount of capital contributions to the Partnership made to date by its Limited Partners is zero. The total amount of capital anticipated to be contributed by the Limited Partners to the Partnership at this time totals \$1,429,956.00.

Under penalties of perjury, I declare I have read the foregoing and the facts are true and correct, to the best of my knowledge and belief.

Dated: May 1, 1998.

GENERAL PARTNER:

COLNU, Corp.

By: John E. Nugent

JOHN E. NUGENT, President

FILED
98 JUN 10 PM 12:15
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared JOHN E. NUGENT, in his capacity as President of COLNU, Corp. the General Partner of the NUGENT FAMILY LIMITED PARTNERSHIP, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contribution, and he acknowledged to me that he executed this Affidavit freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state aforesaid this 1st day of May, 1998.

Melvin Conig
Notary Public



MELVIN W. NUGENT, JR.
MY COMMISSION EXPIRES NOV 14, 2000
COMMISSION NO. 00343031