

A 98000002562

FLEMING, HAILE & SHAW, P.A.  
ATTORNEYS  
THREE GOLDEN BEAR PLAZA, SUITE 300  
11780 U.S. HIGHWAY ONE  
NORTH PALM BEACH, FLORIDA 33408

Telephone: (561) 627-8100  
Facsimile: (561) 622-7603

November 9, 1998

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

200002686062--5  
-11/12/98--01084--006  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Certificate of Limited Partnership of Golden Bear Holdings, Ltd.

Dear Sir/Madam:

Enclosed please find the original and one copy of the above-referenced Certificate of Limited Partnership. Also enclosed is a check in the amount of \$87.50 to cover the filing fee for same.

CM

I appreciate your assistance in this matter.

Very truly yours,

FLEMING, HAILE & SHAW, P.A.

By: *Christy L. Swendsen*  
Christy L. Swendsen,  
Legal Assistant

Enclosures

FILED  
98 NOV 12 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

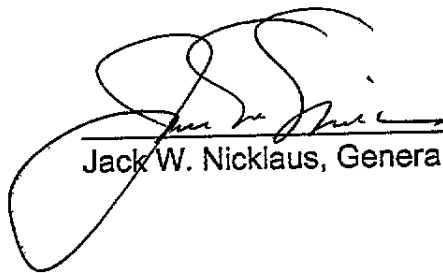
C:\AMIPRO\DOCS\G431\009LTFDS.SAM

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
GOLDEN BEAR HOLDINGS, LTD.**

THE UNDERSIGNED, desiring to form a limited partnership (the "Partnership") in accordance with the requirements of Section 620.108 of the Uniform Limited Partnership Act of 1986 (the "Act"), does hereby sign and swear to this Certificate of Limited Partnership and the annexed Affidavit Regarding Capital Contributions, as follows:

1. The name of the Partnership is GOLDEN BEAR HOLDINGS, LTD.
2. The address of the office where the records of the Partnership are maintained as required by Section 620.106 of the Act is 11780 U.S. Highway #1, Suite 400, North Palm Beach, Florida 33408. The name and address of the registered agent of the Partnership upon whom process may be served is FHS Corporate Services, Inc., 11780 U.S. Highway #1, Suite 300, North Palm Beach, Florida 33408.
3. The name of the sole General Partner of the Partnership is Jack W. Nicklaus and his business address is 11780 U.S. Highway #1, Suite 400, North Palm Beach, Florida 33408.
4. The mailing address of the Partnership is 11780 U.S. Highway #1, Suite 400, North Palm Beach, Florida 33408.
5. The latest date on which the Partnership is to be dissolved is December 31, 2048.

IN WITNESS WHEREOF, the undersigned sole General Partner has hereunto set his hand on the 14<sup>th</sup> day of October, 1998.

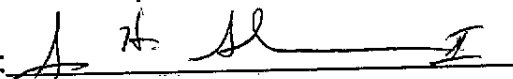
  
\_\_\_\_\_  
Jack W. Nicklaus, General Partner

FILED  
98 NOV 12 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

**ACCEPTANCE BY REGISTERED AGENT**

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Limited Partnership. We are familiar with, and accept, the obligations of, Section 620 of the Florida Statutes.

FHS CORPORATE SERVICES, INC.,  
a Florida corporation

By:   
\_\_\_\_\_  
James H. Schnare, II,  
Its President

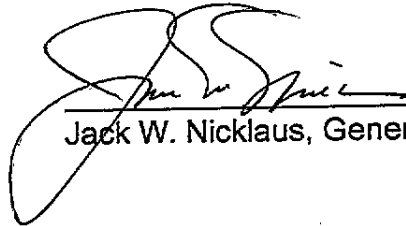
AFFIDAVIT DECLARING CAPITAL CONTRIBUTIONS

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF PALM BEACH )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Jack W. Nicklaus, known to me, who being first duly sworn, did depose and say as follows:

1. I am the Sole General Partner named in the Certificate of Limited Partnership of Golden Bear Holdings, Ltd. (the "Partnership"). I do make this Affidavit pursuant to the requirements of Section 620.108 of the Uniform Limited Partnership Act of 1986.

2. The amount of capital contributions of the Limited Partners of the Partnership and the amount anticipated to be contributed by them is a total of One Thousand Dollars (\$1,000.00).

  
\_\_\_\_\_  
Jack W. Nicklaus, General Partner

FILED  
98 NOV 12 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF PALM BEACH )

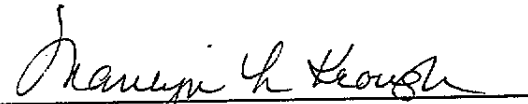
BEFORE ME personally appeared Jack W. Nicklaus:  who produced the following identification \_\_\_\_\_;  who is personally known to me; and who acknowledged before me that he executed the foregoing Affidavit as his free act and deed for the uses and purposes set forth therein.

WITNESS my hand and official seal, at North Palm Beach, Florida, this 14<sup>th</sup> day of October, 1998.

SEAL:



Marilyn L. Keough  
MY COMMISSION # 00587801 EXPIRES  
September 24, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

  
\_\_\_\_\_  
Notary Public