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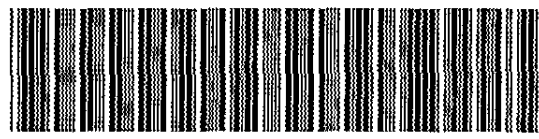
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ATTORNEYS AT LAW
SIMS MOSS KLINE & DAVIS LLP

A Limited Liability Partnership

J. ERIC VAN ATTA
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January 7, 2004

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 FEB 10 AM 8:37
Suite 2211
129 Wall Street
New York, New York 10005
(212) 709-8255
FAX: (212) 422-0537

129 Third Street
Mincola, New York 11501
(516) 739-9009
FAX: (516) 739-9011

Division of Corporations
Attn: Registration Section
409 East Gaines Street
Tallahassee, FL 32399

RE: State of Florida Foreign LP Registration

Dear Sir or Madam:

Please find enclosed herewith one original and one copy of the *Application by Foreign Limited Partnership for Authorization to Transact Business in Florida* ("Application") and *Affidavit of Capital Contributions for a Foreign Limited Partnership* ("Affidavit") submitted by each of the following entities:

NedDavis Partners, L.P.
NedDavis Disciplined Fund, L.P.

Each entity has also enclosed a check made payable to the Florida Department of State in the amount of \$1,785.00, representing the Application and Affidavit filing fees and registered agent designation fee. Please note that NedDavis Partners, L.P. is the general partner of NedDavis Disciplined Fund, L.P., ("Disciplined Fund") and as such, its application should be processed first in order for it to have an active registration or filing on file prior to the processing of Disciplined Fund's application.

I thank you in advance for your expedience in this matter. Please send the filing acknowledgments to my attention using the enclosed self-addressed stamped envelope. Should you have any questions and/or need additional information, please contact me at your earliest convenience.

Sincerely yours,


J. Eric Van Atta

JEV
Enclosures

cc: Ed Hackett (w/o enclosures)
Gilbert H. Davis, Esq.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

* FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 FEB 10 AM 8:59

January 13, 2004

SIMS MOSS KLINE & DAVID LLP
ATTN: J. ERIC VAN ATTA
THREE RAVINIA DRIVE, SUITE 1700
ATLANTA, GA 30346

SUBJECT: NEDDAVIS PARTNERS, L.P.
Ref. Number: W04000001675

We have received your document for NEDDAVIS PARTNERS, L.P. and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 620.108, Florida Statutes, an affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners must accompany the certificate of limited partnership. The affidavit must be signed by all general partners.

Please state a set amount on line 1 & 2 of your affidavit as we can not accept 12m+.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

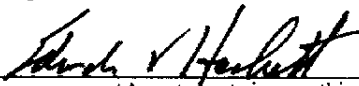
If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 604A00002390

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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CORPORATIONS
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1. NedDavis Partners, L.P.
(Name of limited partnership as it is in the home state)
2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")
3. Delaware 4. December 30, 2003
(State of Formation) (Date of Formation)
5. Edward V. Hackett
(Name of Registered Agent for Service of Process)
6. c/o NedDavis NewVentures, Inc., 600 Bird Bay Drive West
(Street Address of Registered Office)
- Venice, Florida 34292
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:

(Agent must sign on this line)
8. Incorporating Services, LTD, 15 East N. Street, Dover, Delaware, 19901
(Address of registered office required in state of formation or, if not required, address of principal office.)
- | 9. NAMES OF GENERAL PARTNERS | STREET ADDRESS |
|------------------------------------|--|
| <u>NedDavis NewVentures, Inc.,</u> | <u>600 Bird Bay Drive West, Venice, FL 34292</u> |
| <u>997-82896</u> | |
10. NedDavis Partners, L.P., 600 Bird Bay Drive West, Venice, FL 34292
(Office where Names, Addresses and Contributions of Limited Partners are kept.)
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

12. NedDavis Partners, L.P., 600 Bird Bay Drive West, Venice, FL 34292

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(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 6th day of January, 2004

Jerry W. Joyner Jr. President, Ned Davis New Ventures, Inc.
General Partner

STATE OF FLORIDA

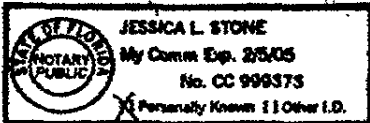
COUNTY OF Sarasota

On this 6th day of January, 2004

Jerry W. Joyner Jr., personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____



Jessica L. Stone
(Notary Public Signature)

Jessica L. Stone
(Notary's Printed Name)

Seal

My Commission Expires: 02/05/2005

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

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DIVISION OF CORPORATIONS
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BEFORE ME the undersigned personally appeared Jerry W. Joyner, Jr. President, NedDavis New Ventures, Inc.
a general partner of NedDavis Partners, L.P., a (an) Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 23,410,795
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 23,410,795

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 6th day of January, 2004.

Jerry W. Joyner Jr. President, NedDavis New Ventures, Inc.
General Partner

STATE OF FLORIDA

COUNTY OF Sarasota

On this 6th day of January, 2004.

Jerry W. Joyner Jr., personally appeared before me.

- who is personally known to me
- whose identity I proved on the basis of _____

Jessica L. Stone
(Notary Public Signature)

Jessica L. Stone
(Notary's Printed Name)

Seal My Commission Expires: 02/03/05

