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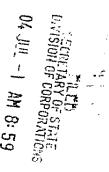




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Dana Sherrill **BOCA RATON OFFICE** DIRECT DIAL: (561) 955-7695 Email: ShrerillD@gtlaw.com

W04-24050

June 14, 2004

CERTIFIED MAIL - RETURN RECEIPT REQUESTED

Florida Department of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Re:

The Gold Investment Group, LP

To Whom It May Concern:

In accordance with Florida Statute §620.169, enclosed is an Application by Foreign Limited Partnership for Authorization to transact Business in Florida for The Gold Investment Group, LP. A check in the amount of \$1,785.00 is attached for the partnership filing fee and for the designation of registered agent fee.

The acknowledgement of the filing should be sent to:

Mr. Robert Lipp 9 Aspen Court Boynton Beach, FL 33436

If you should have any questions regarding the filing, please call Dana Sherriffat

(561) 955-7695.

Sincerely,

Dana Sherrill Legal Assistant

Enclosures cc: Robert Lipp

> GREENBERG TRAURIG, P.A. 5100 Town Center Circle Suite 400 Boca Raton, Florida 33486 561-955-7600 Fax 561-338-7099 www.gtlaw.com



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

June 22, 2004

DANA SHERRILL GREENBERG TRAURIG 5100 TOWN CENTER CIRCLE SUITE 400 BOCA RATON, FL 33486

SUBJECT: THE GOLD INVESTMENT GROUP, LP

Ref. Number: W04000024050

ON 1111 -1 AM 8: 59

We have received your document for THE GOLD INVESTMENT GROUP, LP and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered agent must be at a Florida street address.

Please note that your document lists an out-of-state registered agent in line 8, but a different agent has signed the acceptance as agent. When you return your corrected document, please be sure that your listing of the agent matches the signature of the agent.

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) 245-6958.

Lee Rivers Document Specialist

Letter Number: 304A00041302



Dana Sherrill BOCA RATON OFFICE

DIRECT DIAL: (561) 955-7695

Email: ShrerillD@gtlaw.com

June 28, 2004

Florida Department of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Letter Number: 304A00041302

The Gold Investment Group, LP

To Whom It May Concern:

I am returning the Application by Limited Partnership for Authorization to Transact Business in Florida along with a copy of your above-referenced letter. Your letter stated that the registered agent must have a Florida address. Mr. Robert Lipp is the Florida registered agent as required under Item 7 of the application. I have added his address to the Appointment of Registered Agent attached to the application.

If you need additional information, please do not hesitate to contact me.

Sincerely,

Legal Assistant

Enclosures

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

| 1. | The Gold Investment Group, LP | | | - |
|------------|---|-----------------|-------------------------------------|-----------------|
| | (Name of limited partnership as | it is i | the home state) | |
| 2. | | | | |
| ۷. | (If name is unavailable, name under which the limited | nartn | ership proposes to register or | |
| | transact business in Florida; must contain the word "I | _imite | d" or "LTD") | |
| 3. | Delaware | 1. | January 2, 2004 | |
| | (State of Formation) | | (Date of Formation) | |
| 5. | Roberet Lipp | | | |
| | (Name of Registered Agent for | Serv | ice of Process) | · · |
| 6. | 9 Aspen Court | | | |
| | (Street Address of Regis | stered | Office) | 20 NIS |
| | Boynton Beach, FL 33436 | | | JU SIGN |
| | (City, State, Zip | Code | | 1 92 |
| 7. | Acceptance by the Registered Agent for Servi | 00.01 | · Dragge | CORRED |
| <i>'</i> . | Acceptance by the Registered Agent for Servi | CC 01 | Trocess. | RPORT |
| | SEE_A | ATTA | CHED ACCEPTANCE | 8: 5 |
| | | | | S |
| 8. | National Corporate Research, Ltd., 615 South | DuF | ont Highway, Dover, DE | 19901 |
| | (Address of registered office required in state of format | tion o | r, it not required, address of prir | icipal office.) |
| 9. | NAME OF GENERAL PARTNERS | ·· - | STREET ADDRESS | |
| | The Gold Investment Management Group, LL | C | 9 Aspen Court | |
| | Lo3-55577 Boynton Beach, Florida 33436 | | | |
| 10. | | | | <u> </u> |
| | (Office where Names, Addresses and Contribu | ıtion | s of Limited Partners are k | ept.) |
| 11. | The limited partnership will undertake to keep | the | records listing the addresse | es and capital |
| | contributions of the limited partner or limit | ted p | | |
| | registration in Florida is canceled or withdraw | n. | · | |
| 12. | 9 Aspen Court, Boynton Beach, Florida 33436 | í | en." | |
| | (Mailing Address of Limited Partnership) | - | | |

APPOINTMENT OF REGISTERED AGENT

THE GOLD INVESTMENT MANAGEMENT GROUP, LLC

I, Robert Lipp, accept my appointment as Registered Agent of The Gold Investment Management Group, L.P., and fully understand and accept the obligations of the position.

Robert Lipp

\BOC-SRV01\340785v01\66651.010100

Address of Registered Agent

9 Aspen Court Boynton Beach, Florida 33436♀

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME, the undersigned, personally appeared Robert Lipp, Managing Member of The Gold . Investment Management Group, LLC, the general partner of The Gold Investment Group, LP, a foreign limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

- The amount of capital contributions of the Limited Partner is \$ 5,000,000 1.
- 2. The anticipated amount of the capital contributions of the limited partner that is allocated for the purposes of transacting business in Florida is \$ 1,500,000

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 20th day of April, 2004.

Robert Lipp, Managing Member of The Gold

Investment Management Group, LLC, General P

STATE OF FLORIDA COUNTY OF PALM BEACH

On this 20th day of April, 2004, Robert Lipp personally appeared before me, (X) who is personally known to me, whose identity I proved) basis or

Seal

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