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2004 OCT -7 A 11:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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10/05/04--01063--012 \*\*157.50

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(Address)

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**TRANSMITTAL LETTER**

**FILED**

**TO:** Registration Section  
Division of Corporations

2004 OCT -7 A 11:45

**SUBJECT:** Electronic Commerce Holdings Group, LP

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The enclosed "Application by Foreign Limited Partnership for Authorization to Transact Business in Florida," "Affidavit of Capital Contributions for a Foreign Limited Partnership," Certificate of Existence, and check are submitted to register the above referenced foreign limited partnership to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Doug Reich  
Electronic Commerce Holdings Group, LP c/o Nicolet Capital Management, LLC  
11621 Kew Gardens Avenue, Suite 210  
Palm Beach Gardens, FL 33410

For further information concerning this matter, please call:

Ed Chestolowski at (561) 622-8343

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

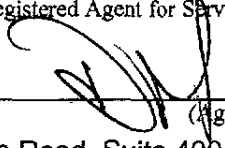
\$157.50 - Filing Fee, Designation of Registered Agent & Certified Copy

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

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Electronic Commerce Holdings Group, LP  
(Name of limited partnership as it is in the home state)
2. N/A  
(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. August 31, 2004  
(State of Formation) (Date of Formation)
5. Doug Reich  
(Name of Registered Agent for Service of Process)
6. 11621 Kew Gardens Avenue, Suite 210  
(Street Address of Registered Office)  
Palm Beach Gardens, Florida 33410  
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:  
  
(Agent must sign on this line)
8. 2711 Centerville Road, Suite 400  
Wilmington, DE 19808  
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS  
Electronic Commerce Partners, LLC (Doug Reich, Managing Member)  
11621 Kew Gardens Avenue, Suite 210  
Palm Beach Gardens, FL 33410
10. 11621 Kew Gardens Avenue, Suite 210, Palm Beach Gardens, FL 33410  
(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. 11621 Kew Gardens Avenue, Suite 210

**FILED**

Palm Beach Gardens, FL 33410

(Mailing Address of Limited Partnership)

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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.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signed this 24<sup>th</sup> day of September, 2004

[Signature]  
General Partner

STATE OF FLORIDA

COUNTY OF PALM BEACH

On this 24<sup>th</sup> day of September, 2004

Doug Reich, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of \_\_\_\_\_

[Signature]  
(Notary Public Signature)

Jennifer L Rosen  
(Notary's Printed Name)

Seal

My Commission Expires: 11-3-06



Jennifer L. Rosen  
My Commission DD162599  
Expires November 03, 2006

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP**

**FILED**

BEFORE ME the undersigned personally appeared Doug Reich, Managing Member for  
a general partner of Electronic Commerce Holdings Group, LP, a (an) Delaware  
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The amount of capital contributions of the limited partners is \$ 10,000.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 10,000.00

*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 24<sup>th</sup> day of September, 2004.



General Partner

STATE OF FLORIDA

COUNTY OF PALM BEACH

On this 24<sup>th</sup> day of September, 2004.

Doug Reich

, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of \_\_\_\_\_



(Notary Public Signature)

Jennifer L. Rosen

(Notary's Printed Name)

Seal

My Commission Expires: 11-3-06



Jennifer L. Rosen

My Commission DD182599

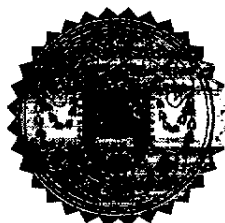
Expires November 03, 2006

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF "ELECTRONIC COMMERCE HOLDINGS GROUP, LP", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF AUGUST, A.D. 2004, AT 4:05 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3825088 8100

AUTHENTICATION: 3332525

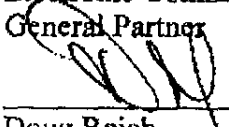
040635602

DATE: 09-03-04

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:05 PM 08/31/2004  
FILED 04:05 PM 08/31/2004  
SRV 040635602 - 3825088 FILE

**STATE OF DELAWARE  
CERTIFICATE OF LIMITED PARTNERSHIP**

- **The Undersigned**, desiring to form a limited partnership pursuant to the Delaware Revised Uniform Limited Partnership Act, 6 Delaware Code, Chapter 17, do hereby certify as follows:
- **First:** The name of the limited partnership is Electronic Commerce Holdings Group, I.P.
- **Second:** The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, Delaware 19808. The name of the Registered Agent at such address is Corporation Service Company.
- **Third:** The name and mailing address of the general partner is as follows: Electronic Commerce Partners, LLC, 11621 Kew Gardens Avenue, Suite 210, Palm Beach Gardens, Florida 33410.
- **In Witness Whereof**, the undersigned has executed this Certificate of Limited Partnership as of this 30<sup>th</sup> day of August, A.D. 2004.

By: Electronic Commerce Partners, LLC  
Its: General Partner  
By:   
Doug Reich  
Its: Managing Member