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05 MAR 14 AM 10:57
STATE OF FLORIDA
TALLAHASSEE

JB
3/15/05

Chandelle Ventures Inc.

VIA REGULAR MAIL

March 8, 2005

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

Re: Walden Center LP

Dear Division of Corporations Representative:

Walden Center LLC was converted to Walden Center LP, a Delaware limited partnership, effective December 31, 2004. Enclosed please find in duplicate an Application by Foreign Limited Partnership for Authorization to Transact Business in Florida and an Affidavit of Capital Contributions for a Foreign Limited Partnership. Also enclosed is a check for \$1,785.00 (\$35.00 for the designation of a registered agent and \$1,750.00 for the fee to file both the application and the affidavit).

I am simultaneously applying to withdraw the authority of a foreign limited liability company for Walden Center LLC.

Please do not hesitate to contact me with any questions. I can be reached during the day at (239) 949-5160. Please send the acknowledgment to Walden Center LP, 24311 Walden Center Drive, Suite 300, Bonita Springs, Florida 34134.

Thank you.

Sincerely,


Don E. Ackerman

Enclosures

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

1. Walden Center LP
(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.")

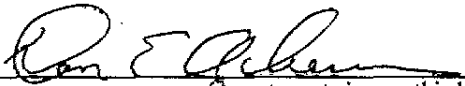
3. Delaware 4. January 23, 2001
(State of Formation) (Date of Formation)

5. Don E. Ackerman
(Name of Registered Agent for Service of Process)

6. 24311 Walden Center Drive, Suite 300
(Street Address of Registered Office)

Bonita Springs Florida 34134
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:


(Agent must sign on this line)

8. 24311 Walden Center Drive, Suite 300
Bonita Springs, FL 34134
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

Chandelle Ventures Inc.

24311 Walden Center Drive, Suite 300
Bonita Springs, FL 34134

10. Chandelle Ventures Inc.
(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

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12. 24311 Walden Center Drive, Suite 300, Bonita Springs, FL 34134

(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 8th day of March, 2005.

Chandelle Ventures Inc.

By: *Don E. Ackerman*

General Partner

Don E. Ackerman, President

STATE OF Florida

COUNTY OF Lee

On this 8th day of March, 2005.

Don E. Ackerman, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

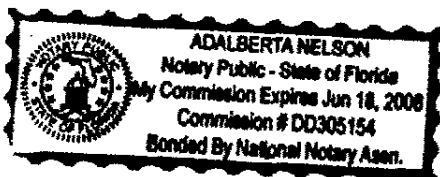
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STATE
TALLAHASSEE, FLORIDA

Adalberto Nelson
(Notary Public Signature)

ADALBERTA NELSON
(Notary's Printed Name)

Seal

My Commission Expires: June 18, 2008



AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Don E. Ackerman, President of Chandelle Ventures Inc
a general partner of Walden Center LP, a (an) foreign
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 4,318,363.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 4,318,363.

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 8 day of March, 2005.

Chandelle Ventures Inc.

By: _____

General Partner

Don E. Ackerman, President

STATE OF Florida

COUNTY OF Lee

On this 8th day of March, 2005

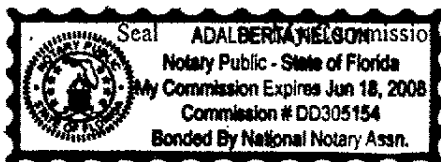
Don E. Ackerman, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Adalberto Nelson
(Notary Public Signature)

ADALBERTA NELSON
(Notary's Printed Name)



Expires: June 18, 2008

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