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SECURITY OF THE
TALLAHASSEE, FLORIDA



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FROM

WATERS PARTNERS L L C
11911 US HWY ONE
ST. C

NORTH PALM BEACH FL 33408

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

05/04/05--01035--014 **87.50

Special Instructions to Filing Officer:

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Office Use Only

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

FILED

1. Baxter Partners Fund I, LP 2005 MAY 10 P 12:
(Name of limited partnership as it is in the home state)
2. Baxter Partners Fund I, LTD
(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. 3/16/05
(State of Formation) (Date of Formation)

5. Baxter Partners, LLC
(Name of Registered Agent for Service of Process)

6. 11911 US Highway One, Suite 201
(Street Address of Registered Office)

- North Palm Beach, Florida 33408
(City) (Zip Code)

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

[Signature]
(Agent must sign on this line)

8. 11911 US Highway One, Suite 201
North Palm Beach, FL 33408
(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>Baxter Partners, LLC</u>	<u>11911 US Highway One Suite 201</u>
<u>LOS-19409</u>	<u>North palm Beach, FL 334</u>

10. 11911 US Highway One, Suite 201, North Palm Beach
(Office where Names, Addresses and Contributions of Limited Partners are kept.) FL 334

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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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. 11911 US Highway One, Suite 201
North Palm Beach, FL 33408
(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 28 day of April, 2005.

R. Nicholas Brack
General Partner

STATE OF Florida

COUNTY OF Palm Beach

On this 28 day of April, 2005.

R. Nicholas Brack, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Edith Papp
Commission # DD112845
Expires June 6, 2006
Bonded Thru
Atlantic Bonding Co., Inc.



Edith Papp
(Notary Public Signature)

Edith Papp
(Notary's Printed Name)

Seal

My Commission Expires: # DD112845
June 6, 2006

STATE of DELAWARE
CERTIFICATE of LIMITED PARTNERSHIP

FILED

2005 MAY 10 PM 12:37

• **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 **BAXTER PARTNERS FUND I, LP**

• **Second:** The address of the Registered Agent is 1201 Orange St., Suite 600, Wilmington, New Castle County, Delaware, 19801 and its registered agent at such address is Presidential Services Incorporated.

• **Third:** The name and mailing address of each general partner is as follows:

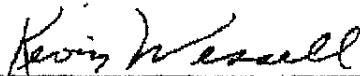
Baxter Partners, LLC
11911 US Highway One Suite 201
North Palm Beach, Florida, 33408

• **In Witness Whereof**, the undersigned has executed this Certificate of Limited Partnership of **BAXTER PARTNERS FUND I, LP** as of

March 16, 2005

(date).

BY:



(General Partner Signature)

NAME: Kevin Wessell Representative of Baxter Partners, LLC

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:03 PM 03/16/2005
FILED 08:03 PM 03/16/2005
SRV 050221444 - 3941225 FILE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Riley N. Brack, Jr
a general partner of Baxter Partners Fund I, LP, 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 \$ 0.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.00.

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 28 day of April, 2005

RNB
General Partner

STATE OF FLORIDA

COUNTY OF PAUM BEACH

On this 28 day of April, 2005,

R. Nicholas Brack, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Edith Papp
(Notary Public Signature)

Edith PAPP
(Notary's Printed Name)

Seal

My Commission Expires

June 6, 2006
#DD112845

