

Certificate of Limited Partnership

A04000002080
FILED
December 28, 2004
Sec. Of State
gharvey

Name of Limited Partnership:
CHARLEY & SONS, LTD

Business Address of Limited Partnership:
US HWY NO. 1 ROCKLAND KEY
KEY WEST, FL. US 33040

Mailing Address of Limited Partnership:
P.O. BOX 787
KEY WEST, FL. US 33041

The name and Florida street address of the registered agent is:
JAMES R NICI ESQ.
1185 IMMOKALEE ROAD
SUITE 110
NAPLES, FL. 34110

I certify that I am familiar with and accept the responsibilities of
registered agent.

Registered Agent Signature: JAMES R. NICI, ESQ.

The latest date upon which the Limited Partnership is to be dissolved is:
DECEMBER 31, 2050

The name and address of all general partners are:

Title: G
CT & SONS, LLC
US HWY NO. 1 ROCKLAND KEY
KEY WEST, FL. 33040 US

**Affidavit of Capital Contributions
For Florida Limited Partnership**

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The undersigned constituting all of the general partners of:
CHARLEY & SONS, LTD

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is:

10,000.00

The total amount contributed and anticipated to be contributed by the
limited partners at this time totals:

15,000,000.00

Signed this Twenty Eighth day of December, 2004

Under the penalties of perjury I (we) declare the I (we) have read the foregoing
and know the contents thereof and that the facts stated herein are true and correct.

General Partner Signature: FRANK P. TOPPINO EDWARD TOPPINO