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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP
Cow Bone Slough, Ltd.

Certificate of Status	0
Certified Copy	1
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF COW BONE SLOUGH, LTD.**

The undersigned, MCC Management of Naples, Inc. and BGC II Management of Naples, Inc., being the sole general partners of Cow Bone Slough, Ltd. (the "Partnership").

The undersigned General Partners of Cow Bone Slough, Ltd., a Florida limited partnership (the "Partnership"), desiring to adopt a certificate of limited partnership of Cow Bone Slough, Ltd. (the "Certificate") pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, hereby states the following:

1. The name of the Partnership is Cow Bone Slough, Ltd.
2. The address of the office and the name and address of the agent for service of process on the Partnership is Joseph I. Perkovich, The Collier Family Office, 3001 Tamiami Trail North, Suite 207, Naples, FL 34103.
3. The name and business address of each General Partner is as follows:

MCC Management of Naples, Inc., 3001 Tamiami Trail North, Suite 207, Naples, Florida 34103 *✓ P98-47706*

BGC II Management of Naples, Inc., 3001 Tamiami Trail North, Suite 207, Naples, Florida 34103 *✓ P02-81462*
4. The mailing address of the Partnership is 3001 Tamiami Trail North, Suite 207, Naples, Florida 34103.
5. The Partnership shall have perpetual life and the passage of time shall not cause the dissolution of the Partnership.

The execution of this Certificate by the undersigned General Partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the undersigned officers of the sole General Partners of the Partnership this 31st day of March, 2005.

MCC Management of Naples, Inc.,
a Florida corporation, as
General Partner

By: 
Miles C. Collier, President

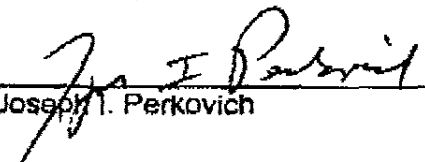
BGC II Management of Naples, Inc.,
a Florida corporation, as
General Partner

By: 
Barron G. Collier II, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the registered agent for Cow Bone Slough, Ltd, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership of the Partnership, I hereby agree to accept service of process for said Partnership and to comply with all statutes relative to the complete and proper performance of the duties of the registered agent.



Joseph I. Perkovich

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned officers of the sole General Partners of Cow Bone Slough, Ltd., a Florida limited partnership, herein referred to as the "Partnership", who upon duly sworn, certify as follows:

- 1. The actual amount of capital contributions of the Limited Partners to the Partnership is \$8,000,000.00.
- 2. The amount anticipated to be contributed by the Limited Partners to the Partnership is \$8,000,000.00.


FURTHER AFFIANT SAYETH NOT.

Upon penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

MCC Management of Naples, Inc.,
a Florida corporation
General Partner

By: 
Miles C. Collier, President

BGC II Management of Naples, Inc.,
a Florida corporation
General Partner

By: 
Barron G. Collier II, President

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