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TO: DIVISION OF CORPORATIONS
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071670002600

CONTACT: JUDY ROSENFELD
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(941)364-2490

FAX

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NAME: LONGBOAT KEY EQUITIES, LTD.

AUDIT NUMBER.....H97000016097

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 4

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DIVISION OF CORPORATIONS

FAX AUDIT # H97-16097

CERTIFICATE OF LIMITED PARTNERSHIP
OF
LONGBOAT KEY EQUITIES, LTD.

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1997 SEP 29 PM 4:04
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, Chapter 620, Florida Statutes ("Act"), and being duly sworn, do certify as follows:

Article 1. Name and Address. The name of the Limited Partnership is LONGBOAT KEY EQUITIES, LTD. The mailing address and principal address of the Limited Partnership is 1800 Ben Franklin Drive, Suite B806, Sarasota, Florida 34236.

Article 2. Initial Registered Office and Agent. The street address of the initial Registered Office of the Limited Partnership is 720 South Orange Avenue, Sarasota, Florida 34236, and the name of its initial Registered Agent at that address is David M. Silberstein, Esq.

Article 3. Purpose. The principal purpose and business of the Limited Partnership is to make certain investments, to own real property, and to engage in and transact any lawful business for which limited partnerships may be organized under the Act. The further business and purpose of the Limited Partnership is to do any or other acts and things as may be necessary, incidental, or convenient to carry on the Limited Partnership's business as contemplated by the Limited Partnership Agreement.

Prepared by: David M. Silberstein, Esq.
Kirk Pinkerton, P.A.
720 South Orange Avenue
Sarasota, Florida 34236
(941) 364-2481
Atty. Bar #436879

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Article 4. General Partner's Name and Address. The name and address of the General

Partner of the Limited Partnership are as follows:

997-82058
Longboat Key Equities, Inc.
1800 Ben Franklin Drive, Suite B806
Sarasota, Florida 34236.

Article 5. Duration. The Limited Partnership shall commence upon the filing of the Certificate of Limited Partnership and continue until December 31, 2040, unless sooner terminated as provided in the Limited Partnership Agreement.

IN WITNESS WHEREOF, the General Partner had executed this Certificate of Limited Partnership of LONGBOAT KEY EQUITIES, LTD. on this 22 day of September, 1997.

LONGBOAT KEY EQUITIES, INC., a Florida corporation

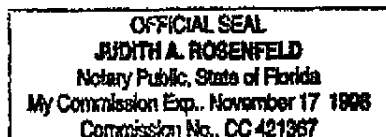
By: 

IVAN A. FERNANDEZ, President, as General Partner

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 22 day of September, 1997, by IVAN A. FERNANDEZ, as President of Longboat Key Equities, Inc., a Florida corporation, as the General Partner of LONGBOAT KEY EQUITIES, LTD. He is personally known to me or has produced A FL. DRIVER'S LICENSE as identification and did not take an oath.

(NOTARIAL SEAL)



Judith A. Rosenfeld
* JUDITH A. ROSENFELD
*(Print Name of Notary Public)
Notary Public - State of Florida
My commission expires _____
Commission Number _____

FAX AUDIT # H97-16097

ACCEPTANCE BY REGISTERED AGENT

I, the undersigned appointed Registered Agent of LONGBOAT KEY EQUITIES, LTD., being familiar with the obligations of such position, hereby accept such appointment, agree to act in such capacity and accept the obligations proposed by Section 620.192, Florida Statutes.

DATED this 22 day of September, 1997.



DAVID M. SILBERSTEIN, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT # H97-16097

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments as a Notary Public in the above state, personally appeared IVAN A. FERNANDEZ, President of Longboat Key Equities, Inc., a Florida Corporation, the General Partner of LONGBOAT KEY EQUITIES, LTD., a Florida limited partnership, (NOTARY CHOOSE ONE) [] who is personally known to me or ☒ who produced A FL. DRIVER'S LICENSE as identification, and having been duly sworn, deposes and says as follows:

1. The amount of the capital contributions of the limited partners is \$ 396,000.
2. The total amount contributed and anticipated to be contributed by the limited partners is \$ 2,500,000.

FURTHER AFFIANT SAITH NAUGHT.

Under the 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.

Signed this 22 day of September, 1997.

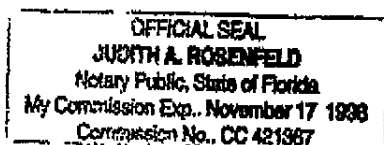
LONGBOAT KEY EQUITIES, INC., a Florida corporation

By: *Ivan A. Fernandez*
IVAN A. FERNANDEZ, President, as General Partner

WITNESS my hand and official seal in the state and county named above on this 22 day of September, 1997.

(NOTARIAL SEAL)

Judith A. Rosenfeld
Signature of Notary Public
JUDITH A. ROSENFELD



Print Name of Notary Public and Affix Seal
My Commission Expires: _____