

A 98000000276

HARRY S. COLBURN, JR.<sup>1,2,4</sup>  
JOSEPH C. KEMPE<sup>1,2,3</sup>

JOSEPH C. KEMPE  
PROFESSIONAL ASSOCIATION

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<sup>1</sup>LL.M. IN TAX LAW  
<sup>2</sup>BOARD CERTIFIED IN TAX LAW  
<sup>3</sup>BOARD CERTIFIED IN WILLS  
TRUSTS, AND ESTATES  
<sup>4</sup>ALSO ADMITTED IN N.Y.

LEGAL ASSISTANTS & ACCOUNTANTS

GAIL C. CAMPBELL  
MELISSA M. FRICKE  
NOREITA D. KEMPE  
ALISON M. OVERTON  
ROCCO D. PACIELLO  
PAUL C. TO  
CHRISTINA ZINGMAN

ADMINISTRATION  
ROSALIE B. GILLISPIE  
MONICA P. HAMMETT  
TAMI G. KEMPE  
KRYSTAL B. WEIGNER

January 21, 1998

Please respond to Jupiter Office

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl 32314-6327

100002411791--2  
-01/26/98--01089--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Inlet Holdings Certificate of Limited Partnership

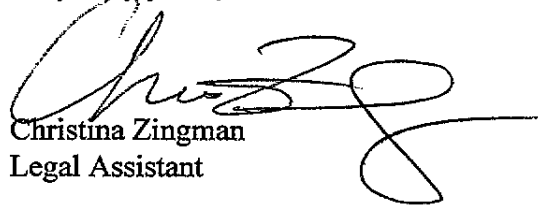
Dear Sir/Madam:

Enclosed, for filing, please find the Certificate of Limited Partnership of Inlet Holdings, Ltd. Also enclosed is the Affidavit Regarding Capital Contribution and the Certificate Designating Place of Business or Domicile for the Service for the Service of Process within the State of Florida.

Finally enclosed is our check in the sum of \$87.50 which represents the fee for capital contribution and the \$35.00 Certificate of Designation fee.

Lastly, please forward a copy of the document once filed, showing proof of same, in the self addressed stamped envelope we have provided for your convenience.

Very truly yours,

  
Christina Zingman  
Legal Assistant

Name	1/29/98	
Availability	dec	
Document Examiner	lcz	DCC
Updater	Encls.	ccc
Updater	cc:	Carlos Berrocal, Esq.
Verifyer		C
Acknowledgement		DCC
W. P. Verifyer		DCC

FILED  
JAN 26 PM 1:15  
STATE OF FLORIDA  
DIVISION OF CORPORATIONS

TC  
\$7,500.00

A 98000000276

**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**INLET HOLDINGS, LTD.**

FILED  
98 JAN 26 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Partners hereby make and file this Certificate of Limited Partnership for Inlet Holdings, Ltd., a Limited Partnership, hereinafter referred to as the Partnership.

1. Name of Partnership. The name of the Partnership is Inlet Holdings, Ltd.
2. Character of Business. The purpose of the Partnership is to form a partnership amongst the members to acquire, own, operate, and dispose of Investments; to operate Investments with a view to generating Distributions or capital appreciation; to provide structured and centralized management within the partnership to promote continuity of the management of held investments; and to carry on such other activities in furtherance of any other purpose as is not prohibited by law.
3. Location of Principal Place of Business and Mailing Address. The principal place of business, and mailing address, of the Partnership shall be located at 1070 E. Indiantown Road, #400, Jupiter, Florida 33477, or at such other place or places as the General Partners may, from time to time, determine. The above listed address will also be the mailing address.
4. Registered Agent. The initial registered agent of the Partnership shall be Joseph C. Kempe, and his address is 1070 E. Indiantown Rd., #400, Jupiter, Florida 33477.
5. Name and Place of Residence of General Partner. The name and address of the General Partner is:

J. C. Kempe Management, Inc.  
1070 E. Indiantown Rd., #400  
Jupiter, Florida 33477

P98000005001

6. Term. The Partnership and the limitation of liability of the Limited Partners shall commence on the date on which this Certificate of Limited partnership is filed with the Florida Department of State. The Partnership shall continue until 12/31/2048, unless sooner terminated as provided in the Agreement of Limited Partnership.

21<sup>st</sup> IN WITNESS WHEREOF, the parties have hereunto set their hands and seals on the day of January, 1998.

GENERAL PARTNER  
J. C. KEMPE MANAGEMENT, INC.

(SEAL)

  
\_\_\_\_\_  
Tami G. Kempe, Secretary

By:   
\_\_\_\_\_  
Joseph C. Kempe, President

ATTEST:

\_\_\_\_\_  
Tami G. Kempe, Secretary

**AFFIDAVIT REGARDING CAPITAL CONTRIBUTION  
OF LIMITED PARTNERS OF  
INLET HOLDINGS, LTD.**

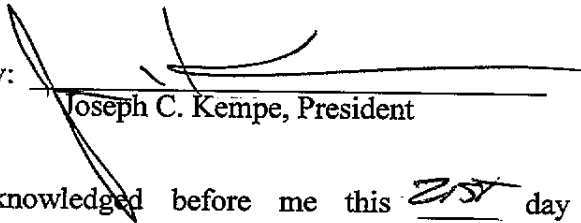
STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared, Joseph C. Kempe, as President of J. C. Kempe Management, Inc., the General Partner of Inlet Holdings, Ltd., who was sworn and says the Limited Partners' capital contributions that are anticipated are as follows:

<u>Limited Partners</u>	<u>Capital Contribution</u>
Joseph C. Kempe	\$3,750
Tami G. Kempe	\$3,750

98 JAN 26 PM 1:15  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

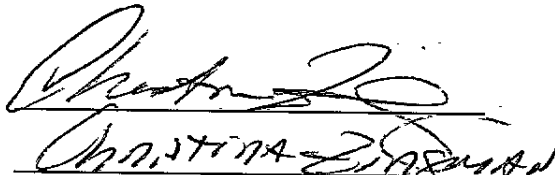
GENERAL PARTNER  
J. C. KEMPE MANAGEMENT, INC.

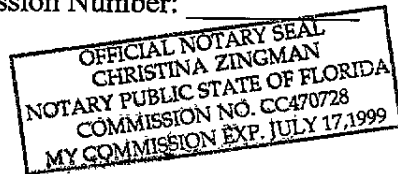
By:   
Joseph C. Kempe, President

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of January, 1998, by Joseph C. Kempe,

who is personally known to me  
 who has produced \_\_\_\_\_ as identification

who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.

  
(Print name of Notary)  
Christina Zingman  
Notary Public  
Commission Number: \_\_\_\_\_



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

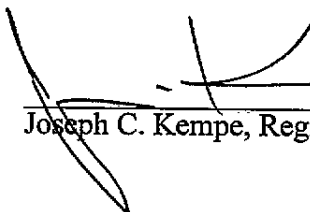
In compliance with Florida Statutes, the following is submitted:

Inlet Holdings, Ltd., a Florida limited partnership, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Certificate of Limited Partnership, State of Florida, has named Joseph C. Kempe, located at 1070 E. Indiantown Rd., #400, Jupiter, Florida 33477, as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

ACKNOWLEDGEMENT AND ACCEPTANCE

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: 1/21/98

  
Joseph C. Kempe, Registered Agent

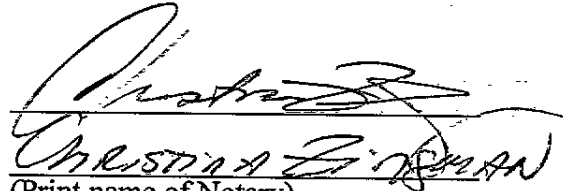
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TALLAHASSEE, FLORIDA

STATE OF FLORIDA            )  
  )  
COUNTY OF PALM BEACH    )

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who is personally known to me  
 who has produced \_\_\_\_\_ as identification

who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.

  
Christina Zingman  
(Print name of Notary)  
Notary Public  
Commission Number: \_\_\_\_\_

OFFICIAL NOTARY SEAL  
CHRISTINA ZINGMAN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC470728  
MY COMMISSION EXP. JULY 17, 1999