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ACCOUNT NO. : 072100000032
REFERENCE : 731425 9725B
AUTHORIZATION :
COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -9 PM 4: 04

ORDER DATE : March 6, 1998
ORDER TIME : 10:37 AM
ORDER NO. : 731425-015
CUSTOMER NO: 9725B

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-03/09/98-01107-016
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*****8.75 *****8.75

CUSTOMER: Mark Price, Esq
ROETZEL & ANDRESS

Trainon Centre, Third Floor
850 Park Shore Drive
Naples, FL 34103

FILE
2ND

DOMESTIC FILING

NAME: PEBBLEBROOKE PLAZA LIMITED PARTNERSHIP

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS: _____

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98 MAR 10 PM 4: 04

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DIVISION OF CORPORATION

98 MAR -9 PM 2:33

RECEIVED

Handwritten signature and date: 3/9/98

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certifies as follows;

1. **Name of Limited Partnership.** The name of the Limited Partnership is Pebblebrooke Plaza Limited Partnership.

2. **Office for Maintenance of Business Records.** The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes, is:

2400 Tamiami Trail North
Suite 101
Naples, Florida 34103.

3. **Agent for Service of Process.** The name and address of the Partnership's agent for service of process in Florida is:

George Vukobratovich
2400 Tamiami Trail North
Suite 101
Naples, Florida 34103.

4. **General partners.** The name and business address of the sole General Partner in the Limited Partnership is as follows:

Pebblebrooke Development, Inc.
a Florida corporation
2400 Tamiami Trail North
Suite 101
Naples, Florida 34103.

P98000022002

5. **Address of Partnership.** The mailing address of the Limited Partnership is:

2400 Tamiami Trail North
Suite 101
Naples, Florida 34103.

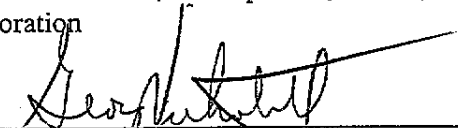
6. **Date of Dissolution.** The latest date on which the Limited Partnership is to dissolve is December 31, 2025.

7. **Effective Date.** This certificate will become effective, and the Limited Partnership will be formed on the date of filing.

Dated: March 4th, 1998, at Naples, Collier County, Florida.

GENERAL PARTNER

Pebblebrooke Development, Inc., a Florida corporation

By: 
George Vukobratovich, President
(Corporate Seal)

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

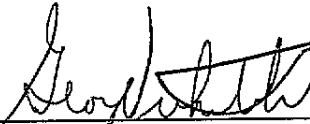
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In compliance with the Florida Statutes, the following submitted:

That Pebblebrooke Plaza Limited Partnership, a Florida limited partnership, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Naples, State of Florida, has named George Vukobratovich, as its agent to accept service of process within Florida.

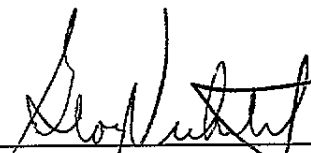
GENERAL PARTNER

Pebblebrooke Development, Inc., a Florida corporation

By: 
George Vukobratovich, President

Date: March 4th, 1998

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.


George Vukobratovich

Date: March 4th, 1998

AFFIDAVIT OF INITIAL CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
)ss:
COUNTY OF COLLIER)

The undersigned, which is the sole General Partner of Pebblebrooke Plaza Limited Partnership, a Florida limited partnership, declares that initial capital contributions of the Limited Partners in the Partnership have been made as follows:

1. The listed Limited Partners have made as of March 4/4, 1998, initial capital contributions in the following amounts:

<u>Name of Limited Partner</u>	<u>Initial Contributions</u>
<u>Limited Partnership</u> TomKat, Etc., a South Dakota limited partnership	\$1,642,500.00

2. The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$1,642,500.00.

Dated: March 4/4, 1998, at Naples, Collier County, Florida.

GENERAL PARTNER:

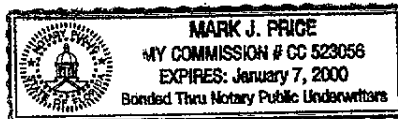
Pebblebrooke Development, Inc.
a Florida corporation

By: George Vukobratovich
George Vukobratovich, President

Sworn to and subscribed before me this 4/4 day of March, 1998, by George Vukobratovich, who is the President of Pebblebrooke Development, Inc., a Florida corporation, which is the sole General Partner of Pebblebrooke Plaza Limited Partnership, a Florida limited partnership, and who is personally known to me.

Mark J. Price
Notary Public
My Commission Expires:
Name: _____

(type or print)



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