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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: COTTON LIMITED PARTNERSHIP

AUDIT NUMBER.....H98000010454

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0 PAGES..... 2

CERT. COPIES.....0 DEL.METHOD.. FAX

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 5, 1998

JOHN S. BOHATCH

CORAL GABLES, FL 33134

SUBJECT: COTTON LIMITED PARTNERSHIP  
REF: W98000012980

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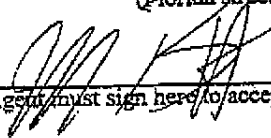
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Cathy A Mitchell  
Corporate Specialist

FAX Aud. #: H98000010454  
Letter Number: 798A00031958

### CERTIFICATE OF LIMITED PARTNERSHIP

1. COTTON OF KEY WEST LIMITED PARTNERSHIP  
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 30 BAMBOO TERRACE, KEY WEST, FL 33040  
(Business address of Limited Partnership)
3. JOHN S. BOHATCH  
(Name of Registered Agent for Service of Process)
4. PENTHOUSE 8, DOUGLAS CENTRE  
2600 DOUGLAS ROAD, CORAL GABLES, FL 33134  
(Florida street address for Registered Agent)
5.   
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 30 BAMBOO TERRACE, KEY WEST, FL 33040  
(Mailing Address of the Limited Partnership)

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TALLAHASSEE, FLORIDA

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7. The latest date upon which the Limited Partnership is to be dissolved is: 12/31/2025

8. Name(s) of general partner(s):	Street address:
<u>WILLIAM F. COTTON</u>	<u>30 BAMBOO TERRACE KEY WEST, FL 33040</u>
<u>LOIS G. COTTON</u>	<u>30 BAMBOO TERRACE KEY WEST, FL 33040</u>

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

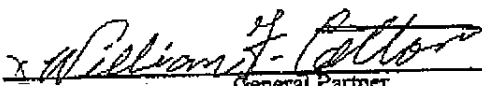
Signed this 15<sup>th</sup> day of May, 19 98

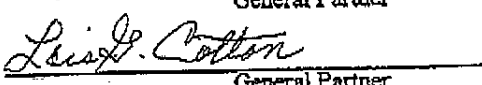
Signature of all general partners:

\_\_\_\_\_  
General Partner  
WILLIAM F. COTTON

\_\_\_\_\_  
General Partner  
LOIS G. COTTON

\_\_\_\_\_  
General Partner

  
General Partner

  
General Partner

\_\_\_\_\_  
General Partner

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of \_\_\_\_\_  
COTTON OF KEY WEST LIMITED PARTNERSHIP

a Florida Limited Partnership, certify:

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CLERK OF CIRCUIT  
TALLAHASSEE, FLORIDA

The amount of capital contributions to date of the limited partners is \$ 1,000,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time  
totals \$ 1,000,000.00.

Signed this 1st day of May, 19 98.

FURTHER AFFIANT SAYETH NOT.

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

✓ \_\_\_\_\_  
General Partner  
WILLIAM F. COTTON

William F. Cotton  
General Partner

✓ \_\_\_\_\_  
General Partner  
LOIS G. COTTON

Lois G. Cotton  
General Partner

\_\_\_\_\_  
General Partner

\_\_\_\_\_  
General Partner