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MORRISON & CONROY

A PROFESSIONAL ASSOCIATION
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J. THOMAS CONROY, III
BOARD CERTIFIED REAL ESTATE LAWYER
KRISTIN M. CONROY
DAVID N. MORRISON

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 NOV -6 PM 3:35

FILED

November 5, 1998

Via Federal Express

Secretary of State
State of Florida
The Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

ATTN: Limited Partnership Section

200002682202--1

-11/06/98--01064--001

***1837.50 ***1837.50

CM

Re: **Naples CFC Enterprises, Ltd., a Florida limited partnership**

Dear Sir/Madam:

CM

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$1,837.50 to cover the following costs:

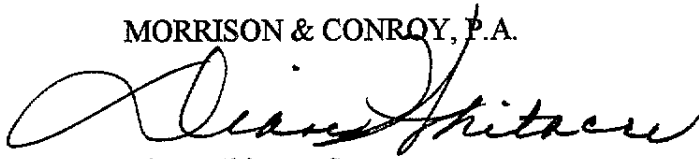
1. \$1,750.00 - Filing Fee;
2. \$ 35.00 - Designation of Registered Agent;
3. \$ 52.50 - Certified Copy of the Articles of Incorporation.

TOTAL AMOUNT DUE - \$1,837.50

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.



Diane Whitacre, Secretary to
J. Thomas Conroy, III

**CERTIFICATE OF LIMITED PARTNERSHIP OF
NAPLES CFC ENTERPRISES, LTD.
a Florida limited partnership**

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

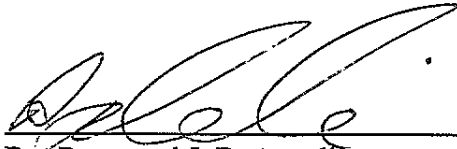
1. The name of the Limited Partnership is Naples CFC Enterprises, Ltd.
2. The address of the office of the Limited Partnership is 2500 Tamiami Trail North, #216, Naples, Florida 34103.
3. The name and address of the agent for service of process on the Limited Partnership is J. Thomas Conroy, III, Morrison & Conroy, P.A., 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103.
4. ⁹⁹⁸⁻⁴⁷⁹⁸¹ The name and business address of the general partner is Naples Enterprises, Inc., a Florida corporation, 2500 Tamiami Trail North, #216, Naples, Florida 34103.
5. The mailing address of the Limited Partnership is 2500 Tamiami Trail North, #216, Naples, Florida 34103.
6. The Limited Partnership exists in perpetuity.

The execution of this certificate by the undersigned General Partner 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 on behalf of the General Partner of Naples CFC Enterprises, Ltd. this 31st day of November, 1998.

GENERAL PARTNER:

NAPLES ENTERPRISES, INC., a Florida corporation



By: Raymond J. DeAngelis
Its: President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF COLLIER

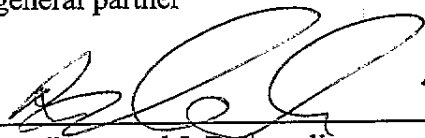
BEFORE ME, the undersigned authority, personally appeared Raymond J. DeAngelis, President of Naples Enterprises, Inc., a Florida corporation, the general partner of Naples CFC Enterprises, Ltd. (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Limited Partnership made by the limited partners is, in the aggregate, Three Million and No/100 Dollars (\$3,000,000.00).
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

Under penalties of perjury, I declare that I have read the foregoing and such statements true, to the best of my knowledge and belief.

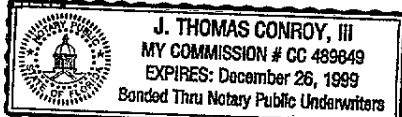
STATE OF FLORIDA
COUNTY OF COLLIER

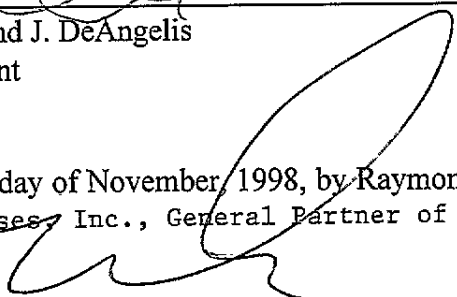
NAPLES CFC ENTERPRISES, LTD., a Florida
limited partnership
By: Naples Enterprises, Inc., a Florida corporation, its
general partner


By: Raymond J. DeAngelis
Its: President

Sworn to and subscribed before me this 30 day of November, 1998, by Raymond J. DeAngelis, as President of Naples CFC Enterprises, Inc., General Partner of Naples CFC Enterprises, Ltd.

(SEAL)




Notary Public, State of Florida
J. THOMAS CONROY, III
(Print, Type or Stamp Name of Notary Public)

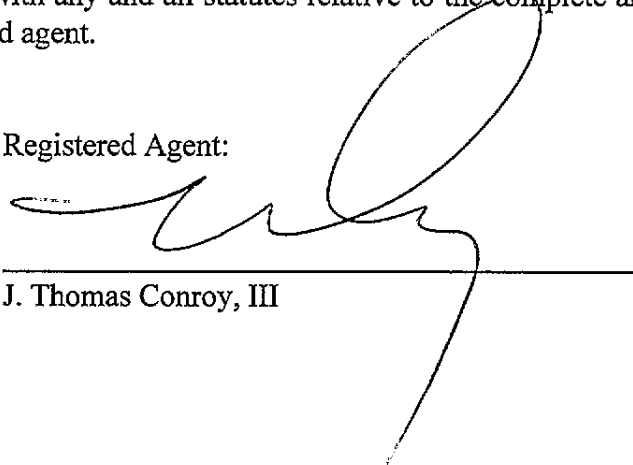
Personally known or
Type of Identification Produced _____

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for Naples CFC Enterprise, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and on behalf of the Limited Partnership, to accept service of process for the Limited Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Registered Agent:



J. Thomas Conroy, III

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