

Division of Corporations

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Florida Department of State

Division of Corporations

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Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : BLALOCK, LANDERS, WALTERS AND VOGLER, P.A.
Account Number : 076666003611
Phone : (941) 748-0100
Fax Number : (941) 745-2093

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FLORIDA LIMITED PARTNERSHIP

FLORAL MANATEE LIMITED PARTNERSHIP

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\$11,608,700.00

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AFFIDAVIT AND CERTIFICATE OF LIMITED PARTNERSHIP OF FLORAL MANATEE LIMITED PARTNERSHIP

The undersigned General Partner, after being duly sworn, does hereby execute this Affidavit and Certificate of Limited Partnership pursuant to §620.108, Fla. Stat. (1995), in order to create and form a limited partnership to exist in accordance with the provisions of Chapter 620, Fla. Stat. (1995), as amended, and hereby state as follows:

1. The name of the limited partnership is: **FLORAL MANATEE LIMITED PARTNERSHIP**. The Registered Agent for service of process on the limited partnership shall be Blalock, Landers, Walters & Vogler, P.A., which is a professional service corporation created in the State of Florida, and which maintains an office at 802 - 11th Street West, Bradenton, FL 34205.

2. The name and address of the General Partner is as follows: **PAN-FMN, L.L.C.**, c/o 2389 Ringling Boulevard, Suite D, Sarasota, FL 34237.

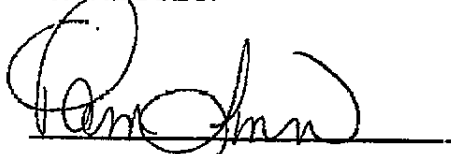
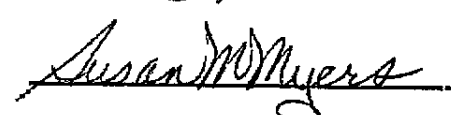
3. The mailing and street address for the limited partnership is: **P.O. Box 700, Sarasota, FL 34230; 2389 Ringling Boulevard, Sarasota, FL 34237.**

4. The latest date upon which the limited partnership is to dissolve is **December 31, 2050.**

5. All of the capital of the limited partnership has been or will be contributed in the form of cash, securities, limited partnership interests, and real property by the general partner and the limited partners. At the time of formation, the amount of capital contributed by the limited partners of the limited partnership is \$11,668,700.00 and the amount of additional capital anticipated to be contributed by the limited partners is \$0.00, for a total of \$11,668,700.00.

IN WITNESS WHEREOF, this Affidavit and Certificate is executed this 5th day of February, 1999.

WITNESSES:

PAN-FMN, L.L.C.,
a Florida limited liability company,

By: Peter A. Nilsen
PETER A. NILSEN

Its: Managing Member
General Partner

Prepared by:
James R. White
Blalock, Landers, Walters & Vogler, P.A.
802 11th Street West
Bradenton, FL 34203 (941) 748-0100
Fla. Bar No. 092959

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Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

BLALOCK, LANDERS, WALTERS & VOGLER,
P.A., a professional service corporation

By: Print Name: Robert G. BlalockIts: President

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