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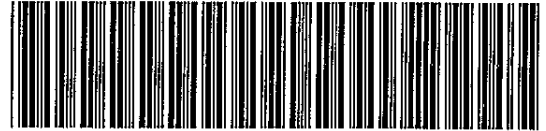
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The undersigned general partners of SH3, LTD.

506 Fleming Street, Key West, Florida 33040, a

Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112,
Florida Statutes.

The total amount of the capital contributions of the limited partners is: \$ 6,395,094.

This 1st day of OCTOBER, 2002.

FURTHER AFFLIANT SAYETH NOT.

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

General Partner(s)

SH3, Inc., as General Partner

By: [Signature]

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Fees:

\$7 per \$1000, based on additional
contributions
Minimum \$ 52.50
Maximum \$1750.00

**Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314**

**UNANIMOUS WRITTEN CONSENT OF THE
BOARD OF DIRECTORS OF
SH3, INC.**

The undersigned, being all of the members of the Board of Directors of SH3, INC., a Florida corporation (the "Corporation"), do hereby consent to, authorize and adopt the following resolutions, which shall be deemed to be effective as of the date hereof:


WHEREAS, the Corporation as the sole general partner of SH3, Ltd., a Florida limited partnership (the "Partnership"), has determined that the capital contributions of the limited partners of the Partnership exceed the total amount of capital contributions filed with the Florida Department of State pursuant to FLA. STAT. §§ 620.108 and 620.112.

WHEREAS, the Corporation has determined that it is in the best interest of the Partnership to file with the Florida Department of State a Supplemental Affidavit of Capital Contributions for a Florida Limited Partnership (the "Affidavit") for the purpose of adjusting the total amount of capital contributions from \$5,895,094 to \$6,395,094.

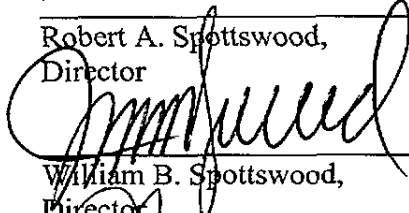
NOW, THEREFORE, BE IT RESOLVED that the Corporation, as general partner of and on behalf of the Partnership, cause the Partnership to execute and deliver the Affidavit reflecting the foregoing as well as any and all other documents necessary and appropriate in connection therewith; and

BE IT FURTHER RESOLVED that in connection therewith the President, any Vice President, the Secretary and any Assistant Secretary of the Corporation be, and any one of them hereby is, authorized and directed in the name of and on behalf of the Corporation, in its capacity as general partner of the Partnership, to execute and deliver the documents described herein or contemplated hereby.

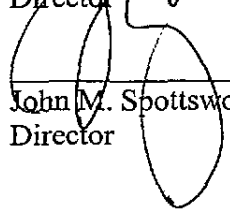
The undersigned have executed this Unanimous Written Consent as of this _____ day of 10/1, 2002.



Robert A. Spottswood,
Director



William B. Spottswood,
Director



John M. Spottswood, Jr.,
Director

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