

CCRS
103 N. MERIDIAN STREET, 20th FLOOR LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

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File 2nd

CONTACT: CINDY HICKS

DATE: 1-13-00

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***1837.50 ***1837.50

REF. #: 0150

CORP. NAME: Tmp Ocean Two Limited
Partnership

- | | | |
|------------------------------------------------------|---------------------------------------------------------|--------------------------------------------------|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input checked="" type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 JAN 13 AM 10:45

STATE FEES PREPAID WITH CHECK# 6791 FOR \$ 1,837.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|----------------------------------------------------|-------------------------------------------------------|---------------------------------------------|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

RECEIVED
00 JAN 13 PM 4:47
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

JK
1/13/00

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
JMP OCEAN TWO LIMITED PARTNERSHIP**

THE UNDERSIGNED, constituting the sole general partner of **JMP OCEAN TWO LIMITED PARTNERSHIP** (the "Partnership"), does hereby submit the following information in accordance with the Florida Revised Limited Partnership Act (1986) to make public the information of the Partnership:

1. **Name:** The name of the Partnership shall be:
JMP OCEAN TWO LIMITED PARTNERSHIP.
2. **Registered Agent:** The Registered Agent and Registered Office of the Partnership in the State of Florida is: ____

Name: Jorge M. Perez
Address: 2828 Coral Way, Penthouse Suite
Miami, Florida 33145

The Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of **JMP OCEAN TWO LIMITED PARTNERSHIP**, at the place designated in this Certificate of Limited Partnership of **JMP OCEAN TWO LIMITED PARTNERSHIP**, I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.


Jorge M. Perez, Registered Agent

3. **General Partner:** The name and address of the general partner of the Partnership is:

JMP Ocean Two GP, LLC
2828 Coral Way, Penthouse Suite
Miami, Florida 33145

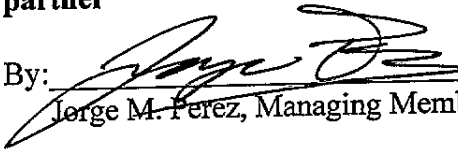
4. **Partnership Address:** The office and mailing address for the Partnership shall be: 2828 Coral Way, Penthouse Suite, Miami, Florida 33145.

5. **Dissolution:** The latest date upon which the Partnership will dissolve is December 31, 2049.

FILED
DIVISION OF CORPORATIONS
00 JAN 13 10:15

IN WITNESS WHEREOF, the undersigned does hereby execute this Certificate of Limited Partnership and attach an Affidavit declaring the amount of the capital contribution of the limited partners and the anticipated amount to be contributed by the limited partners.

**JMP OCEAN TWO GP, LLC, a Florida
limited liability company, as general
partner**

By: 
Jorge M. Perez, Managing Member

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, general partner of **JMP OCEAN TWO LIMITED PARTNERSHIP**, a Florida limited partnership, hereinafter referred to as the "Partnership", who upon being sworn, certify as follows:

1. The amount of capital contributions of the limited partners contributed to date is \$ zero.
2. The total amount contributed to date and anticipated to be contributed to the capital of the limited partners is \$7,920,000.

Dated this 13th day of January, 2000. —

FURTHER AFFIANT SAYETH NOT.

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

**JMP OCEAN TWO GP, LLC, a Florida
limited liability company, as general
partner**

By: 
Jorge M. Perez, Managing Member