A 0000000690 THE UNITED STATES OF THE UNITED STATES

ACCOUNT NO. : 07210000032

REFERENCE: 674359 11626A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE: April 25, 2000

ORDER TIME : 4:22 PM

ORDER NO. : 674359-015

CUSTOMER NO: 11626A

CUSTOMER: Mr. Lester B. Law

MYERS KRAUSE & STEVENS MYERS KRAUSE & STEVENS

Suite 600

5811 Pelican Bay Boulevard

Naples, FL 34108

DOMESTIC FILING

NAME. MCCABE ENTERPRISES, LTD

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

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DEPARTMENT OF STATE DIVISION OF CORPORATIONS

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CERTIFICATE OF LIMITED PARTNERSHIP McCABE ENTERPRISES, LTD.

The undersigned sole general partner, desiring to form a limited partnership pursuant to the laws of the State of Florida, certifies as follows:

- 1. Name of Limited Partnership. The name of the limited partnership in McCABE ENTERPRISES, LTD.
- 2. Office for Maintenance of Business Records. The address of the office at which the records of the limited partnership will be kept is McCABE ENTERPRISES, INC., 712 Woodhaven Lane, Naples, Florida 34108.
- 3. Agent for Service of Process. The name and address of the partnership's agent for service of process in Florida are Lester B. Law, Esq., 5811 Pelican Bay Boulevard, Suite 600, Naples, Florida 34108.
- 4. **General Partner.** The name and business address of the General Partner in the Limited Partnership are as follows:

Name

Address

McCABE ENTERPRISES, INC.

P00000041935

712 Woodhaven Lane Naples, Florida 34108

- 5. Mailing Address of Partnership. The mailing address of the limited partnership is 712 Woodhaven Lane, Naples, Florida 34108.
- 6. **Latest Date of Dissolution.** The latest date on which the limited partnership is to dissolve is December 31, 2035.

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

Dated as of this day of April , 2000.

GENERAL PARTNER
McCABE ENTERPRISES, INC.

a Florida corporation

Olank

By: Mark R. McCabe

Its: President

I hereby accept appointment as registered agent for the partnership.

LESTER B. LAW

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting the sole General Partner of McCABE ENTERERISES, INC., declares that the capital contributions of the Limited Partners in the partnership are as follows:

The Limited Partners have made and anticipate to make capital contributions of \$10,000,000.

Further Affiant sayeth not. Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof, and that the facts stated herein are true and correct.

McCABE ENTERPRISES, INC. a Florida corporation,
GENERAL PARTNER

By: MARK R. McCABE

Its: PRESIDENT

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was sworn to and subscribed before me this 19 day of 2000, by MARK R. McCABE, the President of McCABE ENTERPRISES, INC., as General Partner of McCABE ENTERPRISES, LTD., who is personally known to me or who has produced a driver license as identification.

Notary Public State of Florida My Commission E

LESTER B. LAW
COMMISSION # CC 626863
EXPIRES MAR 4, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

(Printed, typed or stamped commissioned name of Notary Public)

AUTHORIZATION TO USE THE NAME McCABE ENTERPRISES, LTD.

I, the undersigned, being the sole incorporator of McCABE ENTERPRISES, INC., and being the President of the corporation of McCABE ENTERPRISES, INC., the sole General Partner of the partnership to be named "McCABE ENTERPRISES, LTD." hereby permit and authorize the partnership to use the name "McCABE ENTERPRISES, LTD.".

MARK R. McCABE, Incorporator and President of McCABE ENTERPRISES, INC., the General Partner of McCABE ENTERPRISES, LTD.

F/EP/MCCABE-MARK RIMCCABE ENTERPRISES, LTD/AUTHORIZATION TO USE NAME.DOC 041700.1218