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ACCOUNT NO. : 072100000032  
REFERENCE : 732356 11626A  
AUTHORIZATION :  
COST LIMIT : \$ PREPAID

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
00 JUN 15 PM 3:05

ORDER DATE : June 15, 2000  
ORDER TIME : 2:33 PM  
ORDER NO. : 732356-015  
CUSTOMER NO: 11626A

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-06/16/00--01001--010  
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CUSTOMER: Ms. Gail Neuharth  
MYERS KRAUSE & STEVENS  
MYERS KRAUSE & STEVENS  
Suite 600  
5811 Pelican Bay Boulevard  
Naples, FL 34108

DOMESTIC FILING

NAME: MARSHALL VENTURES, LTD.

~~FILE SECOND~~

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135  
EXAMINER'S INITIALS:

RECEIVED  
00 JUN 15 PM 3:52  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32304

BK 6/15

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
MARSHALL VENTURES, LTD.**

FILED - FLORIDA STATE  
SECRETARY OF CORPORATIONS  
00 JUN 15 PM 5:05

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 is MARSHALL VENTURES, 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 c/o MARSHALL VENTURES, INC., Grosvenor, PH-B, 6001 Pelican Bay Boulevard, Naples, FL 34108-8166.
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., c/o Myers Krause & Stevens, Chartered, Suite 600, 5811 Pelican Bay Boulevard, Naples, Florida 34108.
4. **General Partner.** The name and business address of the General Partner in the Limited Partnership is as follows:

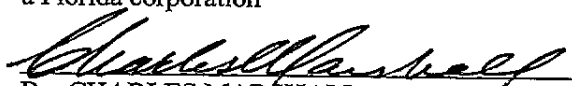
<u>Name</u>	<u>Address</u>
MARSHALL VENTURES, INC.	Grosvenor, PH-B, 6001 Pelican Bay Boulevard Naples, FL 34108-8166.

P00000056281
5. **Mailing Address of Partnership.** The mailing address of the limited partnership is Grosvenor, PH-B, 6001 Pelican Bay Boulevard, Naples, FL 34108-8166.
6. **Latest Date of Dissolution.** The latest date on which the limited partnership is to dissolve is December 31, 2050.

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 14<sup>th</sup> day of June 2000.

GENERAL PARTNER:  
MARSHALL VENTURES, INC.,  
a Florida corporation

  
By: CHARLES MARSHALL  
Its President

I hereby accept appointment as registered agent for the partnership

  
LESTER B. LAW

**AFFIDAVIT OF CAPITAL CONTRIBUTION  
OF  
MARSHALL VENTURES, LTD.**

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
00 JUN 15 PM 5:05

The undersigned, constituting the sole General Partner of MARSHALL VENTURES, LTD., declares that the capital contributions of the Limited Partner in the partnership are as follows:

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

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


GENERAL PARTNER:  
MARSHALL VENTURES, INC.  
a Florida corporation,

  
By: CHARLES MARSHALL  
Its President

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was sworn to and subscribed before me this 14<sup>th</sup> day of June 2000, by CHARLES MARSHALL, the President of MARSHALL VENTURES, INC., as General Partner of MARSHALL VENTURES, LTD., who  is personally known to me or who  has produced a driver license as identification, and who did take an oath.

  
Notary Public  
State of Florida  
My Commission Expires:  
My Commission Number:




Cheryl-Lyn Blount  
Commission # CC 890132  
Expires Apr. 12, 2002  
Bonded Thru  
Atlantic Bonding Co., Inc.

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

**AUTHORIZATION TO USE THE NAME  
MARSHALL VENTURES, LTD.**

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

  
CHARLES MARSHALL  
Incorporator and President of MARSHALL  
VENTURES, INC., the General Partner of  
MARSHALL VENTURES, LTD.

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DIVISION OF CORPORATIONS  
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