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Holland Kn...
Registered...

31 S. Calhoun St., suite 600
Address

Tallahassee, FL 32301 425-5675
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Rock Creek II Co-Investments, Ltd
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 JUN 23 PM 1:01

- Walk in
- Mail out
- Pick up time
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

RECEIVED
00 JUN 23 AM 11:04
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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-06/23/00--01049--013
***1785.00 ***1785.00

Examiner's Initials

Handwritten initials: BK 6/23

CERTIFICATE OF LIMITED PARTNERSHIP

OF

ROCK CREEK II CO-INVESTMENTS, LTD.
a Florida limited partnership

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00 JUN 23 PM 1:01

The undersigned, desiring to form a limited partnership pursuant to the Florida Revised Limited Partnership Act (1986), Part I, Chapter 620, Florida Statutes (the "Act"), has entered into an Agreement of Limited Partnership and hereby certifies as follows:

1. Name. The name of the limited partnership is as follows:

Rock Creek II Co-Investments, Ltd.

2. Address. The street address of the principal place of business and the mailing address for the limited partnership is as follows:

1200 Riverplace Blvd, Suite 902
Jacksonville, Florida 32207

3. Registered Agent. The name and address of (i) the agent for service of process, required to be maintained by Section 620.105 of the Act, and (ii) the registered agent and registered office, required to be maintained by Section 620.192 of the Act, for the limited partnership are as follows:

Intrastate Registered Agent Corporation
701 Brickell Avenue, Suite 300
Miami, Florida 33131-3209

4. General Partner. The name and address of the sole general partner of the limited partnership is as follows:

Rock Creek Capital II, Ltd.
1200 Riverplace Blvd., Suite 902
Jacksonville, Florida 32207

A99000000644

5. Dissolution. The latest date upon which the limited partnership is to dissolve is December 31, 2009.

Prepared by:
Christopher G. Commander, Esquire
Holland & Knight LLP
50 N. Laura Street, Suite 3900
Jacksonville, Florida 32202
Phone: (904) 353-2000
Florida Bar No.0082228

WHEREFORE, this certificate has been executed by the sole general partner of the limited partnership in accordance with Section 620.114 of the Act on this 22nd day of June, 2000.

ROCK CREEK CAPITAL II, LTD.

By: ROCK CREEK CAPITAL GROUP, INC.,
its General Partner

By: M. Ashton Hudson

Print Name: M. Ashton Hudson

Title: Vice President

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
AND AGENT FOR SERVICE OF PROCESS

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SECRETARY OF CORPORATIONS
00 JUN 23 PM 1:01

The undersigned, having been designated the Agent for Service of Process, pursuant to Section 620.105, Florida Statutes, and Registered Agent, pursuant to Section 620.192, Florida Statutes, of Rock Creek II Co-Investments, Ltd., a limited partnership to be formed concurrently herewith under the Florida Revised Uniform Limited Partnership Act (1986), does hereby accept such designation and the obligations provided for in Section 620.105 and 620.192, Florida Statutes.

INTRASTATE REGISTERED AGENT
CORPORATION

By: Donald W. Wallis
Donald W. Wallis, Vice President

Dated: June 22, 2000

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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00 JUN 28 PM 1:01
DIVISION OF CORPORATIONS

The undersigned, M. Ashton Hudson, who is the Vice President of Rock Creek Capital Group, Inc., a Florida corporation, which is the sole general partner of Rock Creek Capital II, Ltd., a Florida limited partnership, which is the sole general partner of Rock Creek II Co-Investments, Ltd., a Florida limited partnership (the "Partnership"), certifies as follows:

1. The aggregate amount of the initial capital contributions of the limited partners of the Partnership is \$100.00.
2. The additional amount anticipated to be contributed to the capital of the Partnership by the limited partners of the Partnership is \$25,250,000.00.

This 22nd day of June, 2000.

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

ROCK CREEK CAPITAL II, LTD.

By: ROCK CREEK CAPITAL GROUP, INC.,
its General Partner

By: M. Ashton Hudson

Print Name: M. Ashton Hudson

Title: Vice President