

CORPORATE
ACCESS,
INC.

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 Fax (850) 222-1666

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NOV 14 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.) Destin Partnership #3, Ltd.
(CORPORATE NAME & DOCUMENT #)

000003463290--1
-11/14/00--01067--021
****280.00 ****140.00

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

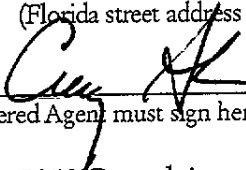
SPECIAL INSTRUCTIONS

LP- 87.50
CERT 52.50

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATE
AFFAIRS
NOV 14 AM 11:31
TO BE FILED
IN THE OFFICE OF THE
SECRETARY OF STATE

By 11/14

CERTIFICATE OF LIMITED PARTNERSHIP OF

1. Destin Partnership #3, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited," "Ltd.,"
or "Limited Partnership")
2. 5858 Central Avenue, St. Petersburg, Florida 33707
(Business address of Limited Partnership)
3. Craig H. Sher, Vice President, Destin Retail, Inc. (General Partner)
(Name of Registered Agent for Service of Process)
4. 5858 Central Avenue, St. Petersburg, Florida 33707
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 5858 Central Avenue, St. Petersburg, Florida 33707
(Mailing address of the Limited Partnership)

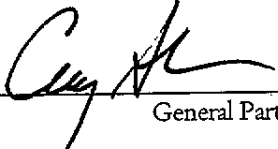
7. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2025.

8. Name of general partner(s): Destin Retail, Inc.
- Specific address: 5858 Central Avenue
St. Petersburg, Florida 33707
- 89800004274

Signed this 13th day of November 2000.

Signature of all general partners:

Destin Retail, Inc.

 Vice-President
General Partner
General Partner
General Partner

General Partner
General Partner
General Partner

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the general partners of Destin Partnership #3, Ltd. a Florida Limited Partnership, certify:

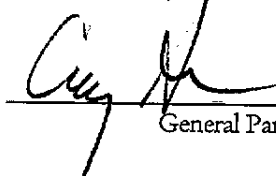
The amount of capital contributions to date of the limited partners is \$ 100.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 100.00.

FURTHER AFFIANT SAYETH NOT.

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

Destin Retail, Inc.



General Partner Vice-President

General Partner

General Partner

General Partner

General Partner

General Partner

Signed this _____ day of November, 2000.

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