

CORPORATE
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INC.

A00000001751

6 E. 10th Avenue Tallahassee, Florida 32303
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00 NOV 16 PM 12:40
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TALLAHASSEE, FLORIDA

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***1837.50 ***1837.50

1.) Fulton Holdings, Ltd.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

Mr 11/16

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
FULTON HOLDINGS, LTD.
A Florida Limited Partnership**

THE UNDERSIGNED, constituting the General Partner of FULTON HOLDINGS, LTD., a Florida limited partnership, hereby files its Certificate of Limited Partnership in accordance with Chapter 620, Florida Statutes, as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Partnership is FULTON HOLDINGS, LTD.
2. The address of the office of the Partnership is:

910 Harbour Drive
Key Biscayne, FL 33149

3. The name and address of the agent for the service of process on the Partnership is:

KTG&S REGISTERED AGENT CORPORATION
100 S.E. 2nd Street
28th Floor
Miami, Florida 33131

4. The name and business address of the General Partner is as follows:

Fulton Enterprises, LLC
910 Harbour Drive
Key Biscayne, FL 33149

LC00000013704

5. The mailing address of the Partnership is:

910 Harbour Drive
Key Biscayne, FL 33149

6. The latest date upon which the Partnership will dissolve is 2050.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership of FULTON HOLDINGS, LTD. this 14th day of November, 2000.

GENERAL PARTNER:

FULTON ENTERPRISES, LLC

By: Stanley Fulton
Stanley Fulton, Member/Manager

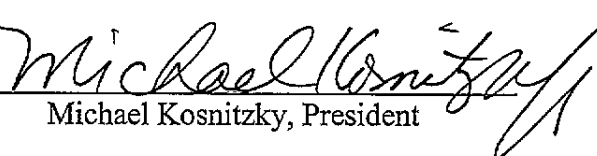
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for FULTON HOLDINGS, LTD., a Florida limited partnership ("Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, agree to comply with any and all statutes relative to the complete and proper performance of the duties of a registered agent.

REGISTERED AGENT:

KTG&S REGISTERED AGENT CORPORATION

By:


Michael Kosnitzky, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Stanley Fulton, as Member/Manager of FULTON ENTERPRISES, LLC, the General Partner of FULTON HOLDINGS, LTD., a Florida limited partnership, herein referred to as the "Partnership", who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to date of the Limited Partners is as follows:

\$250,000.00

2. The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals:

\$250,000.00

3. Affiant has executed this Affidavit of Capital Contributions as the duly authorized representative of the General Partner of said Partnership.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

FULTON ENTERPRISES, LLC

Dated: Nov 14th, 2000

By: Stanley Fulton

Stanley Fulton, Member/Manager