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FLORIDA LIMITED PARTNERSHIP

FINLAY INTERESTS 4, LTD.

Certificate of Status	1
Certified Copy	1
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**CERTIFICATE OF LIMITED PARTNERSHIP  
 OF  
 FINLAY INTERESTS 4, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of FINLAY INTERESTS 4, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be FINLAY INTERESTS 4, LTD. (the "Partnership").
2. The initial business address of the Partnership where records shall be kept shall be 4300 Marsh Landing Boulevard, Suite 101, Jacksonville Beach, Florida 32250.
3. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.
4. The name and initial business address of the General Partner is:  
  
 FINLAY INTERESTS GP 4, LLC, a Florida limited liability company  
 4300 Marsh Landing Boulevard, Suite 101  
 Jacksonville Beach, Florida 32250
5. The initial mailing address of the limited partnership is Post Office Box 4961, Orlando, Florida 32802-4961.
6. The latest date upon which the Partnership is to dissolve shall be December 31, 2061.

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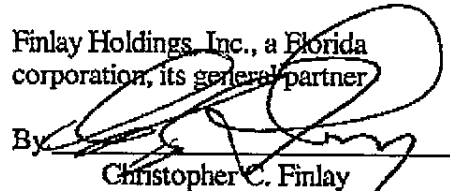
This Certificate has been executed by the undersigned as of the 11 day of January, 2001.

**GENERAL PARTNER:**

**FINLAY INTERESTS GP 4, LLC,**  
 a Florida limited liability company

By: Finlay GP Holdings, Ltd., a Florida limited partnership, sole member

By: Finlay Holdings, Inc., a Florida corporation, its general partner

By:   
 Christopher C. Finlay  
 President

Attorney Name: Randal M. Alligood, P.A.  
 Broad and Cassel - Attorneys at Law  
 390 North Orange Avenue, Suite 1100  
 Orlando, Florida 32801  
 Telephone (407) 839-4200  
 Florida Bar No.: 459445

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**ACKNOWLEDGEMENT OF REGISTERED AGENT**

Having been designated as the Registered Agent for FINLAY INTERESTS 4, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership, and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in Section 620.192, Florida Statutes.

**B&C CORPORATE SERVICES OF CENTRAL  
FLORIDA, INC., a Florida corporation**

By: \_\_\_\_\_

*Janice C. Myers*  
Janice C. Myers, Vice President

Dated this 12th day of January, 2001.

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### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being the sole general partner of FINLAY INTERESTS 4, LTD., and being duly sworn do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of FINLAY INTERESTS 4, LTD., with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$50.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

#### GENERAL PARTNER:

**FINLAY INTERESTS GP 4, LLC,**  
 a Florida limited liability company

By: Finlay GP Holdings, Ltd., a Florida limited partnership, sole member

By: Finlay Holdings, Inc., a Florida corporation, its general partner

By:   
 Christopher C. Finlay  
 President

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Dated this 11 day of January, 2001.

STATE OF FLORIDA  
 COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 11 day of January, 2001, by Christopher C. Finlay, as President of Finlay Holdings, Inc., a Florida corporation, as general partner of Finlay GP Holdings, Ltd., the sole member of Finlay Interests GP 4, LLC. He is personally known to me or has produced \_\_\_\_\_ as identification and who did/did not take an oath.

  
 (Signature of Notary Public)

Christine R Braun  
 (Typed name of Notary Public)

Notary Public, State of Florida  
 Commission No. CC 896793  
 My commission expires: 12/19/2003



Christine R. Braun  
 MY COMMISSION # CC896793 EXPIRES  
 December 19, 2003  
 BONDED THRU TROY FAIR INSURANCE, INC.