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ACCOUNT NO. : 0721000000032

REFERENCE : 428114 4381472

AUTHORIZATION :

Patricia Figueira

COST LIMIT : \$ 157.50

FILED
01 AUG 17 PM 1:38
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : August 16, 2001

ORDER TIME : 8:31 AM

ORDER NO. : 428114-020

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
Broad And Cassel, P.a.

400004539674--0

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: FINLAY MT 3, LTD.

~~File 2nd~~

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (1)

XX CERTIFICATE OF GOOD STANDING (2)

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

RECEIVED
01 AUG 17 AM 10:29
DIVISION OF CORPORATION

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
FINLAY MT 3, LTD.**

01 AUG 17 PM 3:38
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of FINLAY MT 3, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be FINLAY MT 3, 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:

L01000003822
FINLAY MT GP 3, 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.

This Certificate has been executed by the undersigned as of the 2 day of August, 2001.

GENERAL PARTNER:

FINLAY MT GP 3, 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

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for FINLAY MT 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 8th day of August, 2001.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being the sole general partner of FINLAY MT 3, 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 MT 3, 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 \$0.00 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 MT GP 3, LLC,
a Florida limited liability company

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

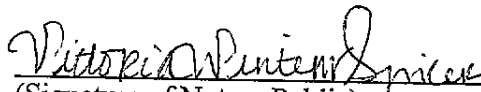
By: Finlay Holdings, Inc., a Florida corporation, its general partner

By: 
Christopher C. Finlay
President

Dated this 2nd day of August, 2001.

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 2nd day of July, 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 MT GP 3, LLC. He is personally known to me or has produced _____ as identification and who did/did not take an oath.


(Signature of Notary Public)

Victoria Winters Spicer
(Typed name of Notary Public)

Notary Public, State of Florida

Commission No. DD001547

My commission expires: 02/15/05



Victoria Winters Spicer
MY COMMISSION # DD001547 EXPIRES
February 15, 2005
BONDED THRU TROY FAIN INSURANCE, INC.