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01 AUG 30 PM 2:57
STATE
SECRETARY OF
TALLAHASSEE, FLORIDA

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CONSULAR AFFAIRS
2001 AUG 30 AM 11:08

CERTIFICATE OF LIMITED PARTNERSHIP

VIRGIN ISLANDS ASSOCIATES, LTD.,
a Florida limited partnership

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01 AUG 30 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned general partners desiring to form a limited partnership ("Partnership") pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 620 of the Florida Statutes, does hereby state the following:

1. The name of the Partnership is:

VIRGIN ISLANDS ASSOCIATES, LTD.

2. The mailing address of the Partnership is:

240 South Pineapple Avenue
Tenth Floor
Sarasota, Florida 34236

3. The principal office address of the Partnership is:

240 South Pineapple Avenue
Tenth Floor
Sarasota, Florida 34236

4. The name and address of the registered agent of the Partnership is:

William E. McComb
1124 Lakeshore Drive
Sarasota, Florida 34231

5. The name and address of the general partners of the Partnership are:

David S. Band
240 South Pineapple Avenue
Tenth Floor
Sarasota, Florida 34236

William E. McComb
1124 Lakeshore Drive
Sarasota, Florida 34231

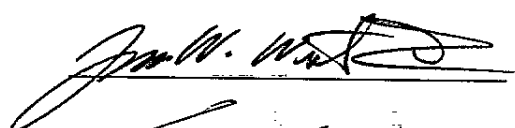
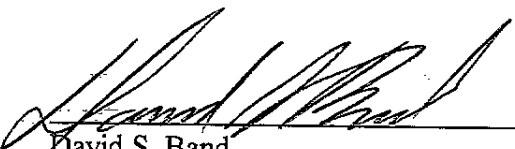
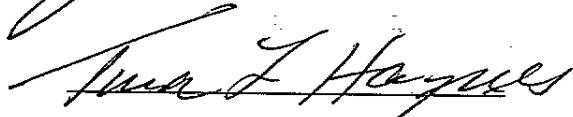

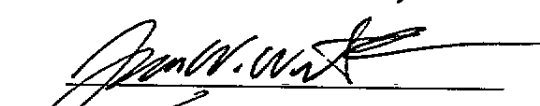
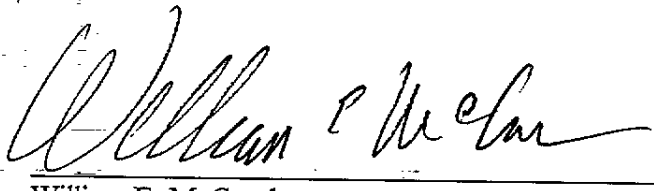
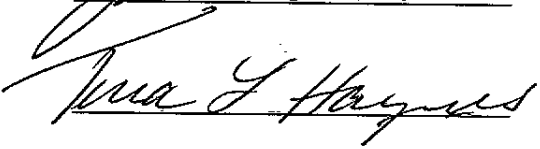

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6. The Partnership is to exist perpetually.
7. The effective date of this Partnership shall be the effective date of the filing of this Certificate of Limited Partnership with the Department of State.

The execution of this Certificate of Limited Partnership by the undersigned general partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the undersigned general partners of VIRGIN ISLANDS ASSOCIATES, LTD., a Florida limited partnership, this 28 day of August, 2001.

WITNESSES:

David S. Band

William E. McComb

"GENERAL PARTNERS"

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT


VIRGIN ISLANDS ASSOCIATES, LTD.,
a Florida limited partnership

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for VIRGIN ISLANDS ASSOCIATES, LTD., a Florida limited partnership, at the place designated in the foregoing Certificate of Limited Partnership, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192 of the Florida Statutes.

Date: _____

8/28/01



William E. McComb

"REGISTERED AGENT"

STATE OF FLORIDA
COUNTY OF SARASOTA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

VIRGIN ISLANDS ASSOCIATES, LTD.,
a Florida limited partnership


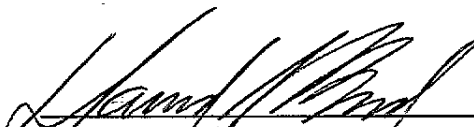
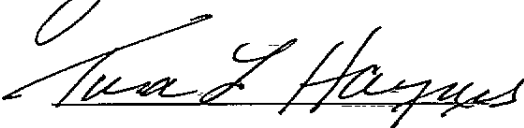
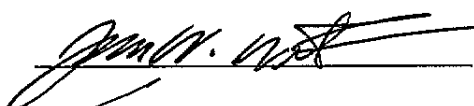

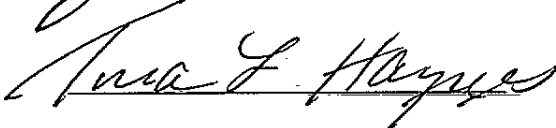
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BEFORE ME, the undersigned Notary Public, personally appeared the general partners of VIRGIN ISLANDS ASSOCIATES, LTD., a Florida limited partnership, ("Partnership,") who, upon being duly sworn, certified as follows:

1. The amount of the capital contributions of the limited partners of the Partnership is: \$250,000.00.
2. The amount of additional capital contributions of the limited partners of the Partnership anticipated is: \$0.

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

WITNESSES:

 _____	 _____ David S. Band
 _____	
 _____	 _____ William E. McComb
 _____	

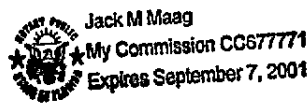
"GENERAL PARTNERS"

The foregoing instrument was acknowledged before me, this 28th day of August, 2001, by David S. Band, as general partner of VIRGIN ISLANDS ASSOCIATES, LTD., a Florida limited partnership, who are personally known to me and who did not take an oath.

FILED
01 AUG 29 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jack M. Maag
Notary Public
Print Name _____

My Commission Expires _____



The foregoing instrument was acknowledged before me, this 28th day of August, 2001, by William E. McComb, as general partner of VIRGIN ISLANDS ASSOCIATES, LTD., a Florida limited partnership, who are personally known to me and who did not take an oath.

Jack M. Maag
Notary Public
Print Name _____

My Commission Expires _____

