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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
Fax Number : (850) 205-0383

Account Name : FOLEY & LARDNER
Account Number : 072720000061
Phone : (904) 359-2000
Fax Number : (904) 359-8700

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FLORIDA LIMITED PARTNERSHIP

POLAR FUND II, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$1,837.50

CERTIFICATE OF LIMITED PARTNERSHIP
OF
POLAR FUND II, LTD.,
a Florida limited partnership

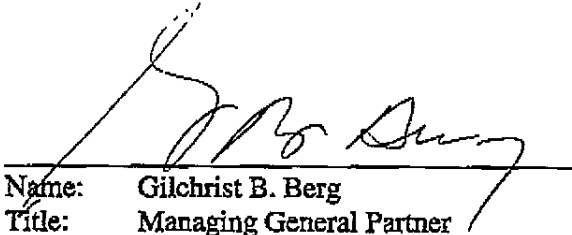
01 NOV 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned General Partner desiring to form a Limited Partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Limited Partnership is Polar Fund II, Ltd. (the "Partnership").
2. The address of the business office of the Partnership is 225 West Water Street, Suite 1987, Jacksonville, Florida 32202.
3. The name and address of the agent for service of process upon the Partnership are: F&L Corp., 200 Laura Street, Jacksonville, Florida 32202.
4. The name and business address of the General Partner of the Partnership are as follows: Gilchrist B. Berg, 225 West Water Street, Suite 1987, Jacksonville, Florida 32202.
5. The mailing address of the Partnership is 225 West Water Street, Suite 1987, Jacksonville, Florida 32202.
6. The latest date upon which the Partnership will dissolve is December 31, 2050.

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

This Certificate of Limited Partnership has been executed by the General Partner of Polar Fund II, Ltd. this 16 day of November, 2001.


Name: Gilchrist B. Berg
Title: Managing General Partner

Fax Audit No. H01000115535

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting the general partner of Polar Fund II, Ltd., certifies as follows:

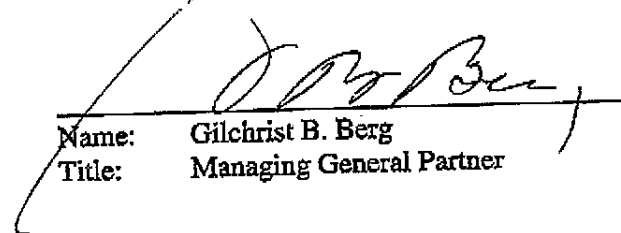
The amount of capital contributions to date of the limited partners is \$-0-.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000,000,000.

Executed this 16 day of November, 2001.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.


Name: Gilchrist B. Berg
Title: Managing General Partner

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated limited partnership, at the place designated in the above Certificate of Limited Partnership, the undersigned agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties. He is familiar with and accepts the obligations of a registered agent.

F&L CORP, Registered Agent

By: Charles V. Hedrick
Charles V. Hedrick, Authorized Signatory

Date: November 19, 2001

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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