

**CORPORATE
ACCESS,
INC.**

AG100001670

36 East ... Florida 32...
P.O. Box ... (813) 70... (813) 22-2... (813) 90... 666 Fax (813) 22-1666

WALK IN

PICK UP 12/21/01 *Handwritten initials*

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FILING *Ltd*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.) Fisher Creek Associates Ltd
(CORPORATE NAME & DOCUMENT #)

2.)
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3.)
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4.)
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DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

CERTIFICATE OF LIMITED PARTNERSHIP
FISHER CREEK ASSOCIATES, LTD.

In accordance with Florida Statute Section 620.8902, this Certificate of Limited Partnership shall be filed with the Department of State of Florida, setting forth the following:

1. **Conversion.** FISHER CREEK ASSOCIATES, a Florida general partnership (the "Partnership") was converted to FISHER CREEK ASSOCIATES, LTD., a Florida limited partnership (the "Limited Partnership") pursuant to a Conversion Agreement dated December 20th, 2001.

2. **Former Name.** The former name of the Partnership was FISHER CREEK ASSOCIATES.

3. **Approval.** All of the partners in the Partnership voted unanimously to approve the conversion.

4. **Name.** The name of this Limited Partnership shall be "FISHER CREEK ASSOCIATES, LTD."

5. **Registered Agent and Address.** The office and the name of the agent for service of process required to be maintained is as follows:

George M. Jirotko, Esquire
501 E. Kennedy Blvd.
Suite 1700
Tampa, Florida 33602

6. **General Partner.** The name and business address of the general partner of the Limited Partnership is:

Fisher Creek Associates, Inc.
4801 Ulmerton Road
Clearwater, Florida 34622

7. **Mailing Address.** The principal office and mailing address of the limited partnership is:

4801 Ulmerton Road
Clearwater, Florida 34622

8. **Termination Date.** The latest date upon which the limited partnership is to dissolve is December 31, 2051.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FISHER CREEK ASSOCIATES, INC.

By: Richard Evan Evans
Richard Evan Evans, President

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CLERK OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF ACCEPTANCE

Having been named to accept service of process for the above stated limited partnership, at the place designated in its Certificate of Limited Partnership, I hereby agree to act in such capacity, and I am familiar with and accept, the obligations provided for in Section 620.192(2), Florida Statutes.

Signature George M. Jrotka
George M. Jrotka
Registered Agent

Date 12-20-01

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STATE OF FLORIDA
COUNTY OF PINELLAS

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, THE UNDERSIGNED AUTHORITY, personally appeared RICHARD EVAN EVANS, as President of FISHER CREEK ASSOCIATES, INC., a Florida corporation known to me to be the general partner of FISHER CREEK ASSOCIATES, LTD., a Florida limited partnership, who, before me first duly sworn, declares as follows:

1. The amount of capital initially contributed to the Partnership by the limited partners is \$1,980.00.

2. The limited partners presently anticipate contributing additional funds to the Partnership; and the total amount contributed and anticipated to be contributed is \$10,000,000.00.

FISHER CREEK ASSOCIATES, INC.

By: Richard Evan Evans
Richard Evan Evans, President