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CERTIFICATE OF LIMITED PARTNERSHIP

OF

AMBER WOODS, LTD.

SELED OF STATE

The undersigned General Partner hereby signs this Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida. This Certificate of Limited Partnership has been duly executed and is being filed in accordance with Section 620.108, Florida Statutes.

- 1. Name. The name of the Partnership shall be AMBER WOODS, LTD.
- 2. <u>Principal Place of Business</u>. The principal place of business of the Partnership and its mailing address shall be at its offices located at 2627 McCormick Drive, Suite 102, Clearwater, Florida 33759. The General Partner may, on behalf of the Partnership, change the place of business from time to time upon notice to the limited partners.
- 3. Registered Agent. The name and address of the initial agent for service of process on the Partnership are James A. Staack, Esq., 900 Drew Street, Clearwater, Florida 33755. The General Partner may, on behalf of the Partnership, change the name and office of such registered agent upon notice to the limited partners.
- 4. <u>General Partners</u>. The names and specific addresses of the General Partner(s) of the Partnership are as follows:

GENERAL PARTNER
AMBER WOODS, INC.
PUT UUUU 2776

ADDRESS

2627 McCormick Drive, Suite 102 Clearwater, Florida 33759.

- 5. <u>Term.</u> The term of the Partnership shall commence upon filing of this Certificate with the Department of State, State of Florida, and shall terminate December 31, 2030, unless sooner terminated in accordance with law or the Agreement of Limited Partnership.
- 6. Amendment to Certificate. This Certificate of Limited Partnership shall be amended and restated, from time to time upon the filing of an Amended Certificate executed by the General Partner(s) and any such Amended Certificate shall supersede this Certificate and any preceding Amended Certificate in its entirety.

DATED this day of day of , 2002.

AMBER WOODS, INC.

By: Ira Waitz

Its: Executive Vice President

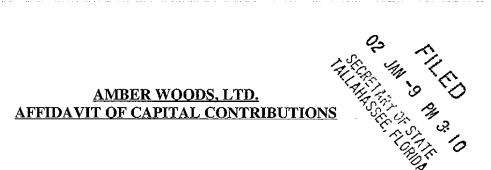
ACCEPTANCE OF REGISTERED AGENT

The undersigned does herewith accept the duties and responsibilities of registered agent for the within Limited Partnership.

Iames A Staack

Date: 01/08/02

E:VIM\MONROE\CORP\AMBER\LTDCERT



The undersigned, constituting all of the General Partners of AMBER WOODS, LTD., a Florida limited partnership, does hereby certify:

- 1. That the amount of capital contributions to date of the Limited Partners is \$200.00.
- 2. It is not anticipated that there will be additional capital contributions of Limited Partners in the future.

Further, Affiant sayeth naught.

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

AMBER WOODS, INC.

By: Ira Waitz

Its: Executive Vice President

E:VIM\MONROE\CORP\AMBER\AFF-CAP.CON