

CORP/DIRECTOR, STATE OF FLORIDA  
103 N. MERIDIAN STREET, SUITE 100  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE:

REF. #:

CORP. NAME:

- ( ) ARTICLES OF INCORPORATION ( ) ARTICLES OF AMENDMENT ( ) ARTICLES OF DISSOLUTION  
( ) ANNUAL REPORT ( ) TRADEMARK/SERVICE MARK ( ) FICTITIOUS NAME  
( ) FOREIGN QUALIFICATION (X) LIMITED PARTNERSHIP ( ) LIMITED LIABILITY  
( ) REINSTATEMENT ( ) MERGER ( ) WITHDRAWAL  
( ) CERTIFICATE OF CANCELLATION ( ) UCC-1 ( ) UCC-3  
( ) OTHER:

STATE FEES PREPAID WITH CHECK# \_\_\_\_\_ FOR \$ 148.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

PLEASE RETURN:

- (X) CERTIFIED COPY (X) CERTIFICATE OF GOOD STANDING ( ) PLAIN STAMPED COPY  
( ) CERTIFICATE OF STATUS

Examiner's Initials

8000005139278--7  
-03/21/02--01043--008  
\*\*\*1075.00 \*\*\*\*148.75

RECEIVED  
02 MAR 21 PM 12:36  
DIVISION OF CORPORATION

FILED  
02 MAR 21 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

OF

MAGNOLIA COVE LIMITED PARTNERSHIP

FILED  
02 MAR 21 PM 4:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, being the sole General Partner of MAGNOLIA COVE LIMITED PARTNERSHIP (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be MAGNOLIA COVE LIMITED PARTNERSHIP.

2. The address of the office where records shall be kept shall be 120 Forbes Boulevard, Mansfield, MA 02048. The name and address of the registered agent for service of process is Brian J. McDonough, 150 West Flagler Street, Suite 2200, Miami, Florida 33130.

3. The name and the business address of the General Partner are:

GHG MAGNOLIA COVE LLC, a Florida limited liability company  
c/o Gatehouse Group, Inc. *LO70000000721*  
120 Forbes Boulevard  
Mansfield, MA 02048

4. The mailing address of the limited partnership is c/o Gatehouse Group, Inc., 120 Forbes Boulevard, Mansfield, MA 02048.

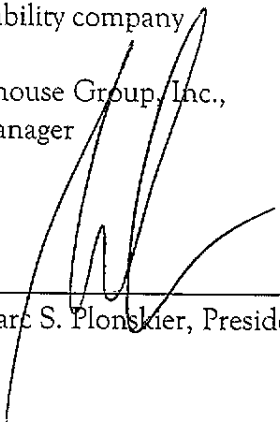
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2053.

6. This Certificate has been executed by the undersigned effective as of the 19th day of March, 2002.

GENERAL PARTNER:

GHG MAGNOLIA COVE LLC, a  
Florida limited liability company

By: The Gatehouse Group, Inc.,  
its sole Manager

By:   
Marc S. Plonskier, President

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for MAGNOLIA COVE LIMITED PARTNERSHIP, the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that he is familiar with his statutory obligations as such.

By: Brian J. McDonough  
Brian J. McDonough

Dated this 19<sup>th</sup> day of March, 2002.

02  
FILED  
MAR 21 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AFFIDAVIT  
OF  
CAPITAL CONTRIBUTIONS

02 MAR 21 4:19  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned being the sole General Partner of MAGNOLIA COVE LIMITED PARTNERSHIP and being duly sworn does hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of MAGNOLIA COVE LIMITED PARTNERSHIP, with the Florida Department of State, as required by Section 620.108, Florida Statutes: ..

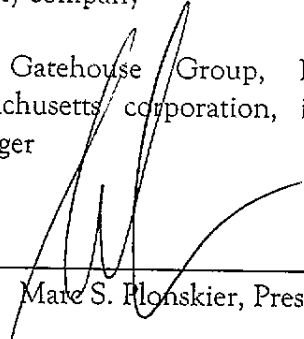
The amount of the capital contributions of the limited partners as of the date hereof is \$100.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNER:

GHG MAGNOLIA COVE LLC, a Florida limited liability company

By: The Gatehouse Group, Inc., a Massachusetts corporation, its sole Manager

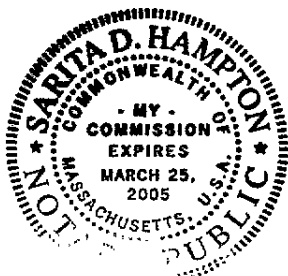
By:   
Marc S. Plonskier, President

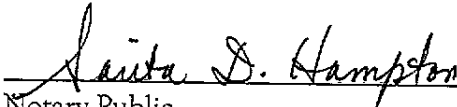
COMMONWEALTH OF MASSACHUSETTS )

COUNTY OF BRISTOL )

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of March, 2002, by Marc S. Plonskier, as President of The Gatehouse Group, Inc., a Massachusetts corporation, the sole Manager of GHG MAGNOLIA COVE LLC, a Florida limited liability company, the sole General Partner of MAGNOLIA COVE LIMITED PARTNERSHIP, and who is personally known to me.

(Notary Seal)



  
Notary Public  
My Commission Expires: 3/25/2005  
Print, type or stamp name of  
notary SARITA D. HAMPTON