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FILED  
02 MAR 27 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DATE: 03-27-02

NAME: FINLAY INTERESTS MT 2, LTD

FILED  
02 MAR 27 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TYPE OF FILING: ARTICLES OF ORGANIZATION

7000005171597--0  
-03/27/02--01022--021  
\*\*\*148.75 \*\*\*148.75

COST: CHECK ATTACHED FOR 148.75

④

RETURN: CERTIFIED COPY & GOOD STANDING

ACCOUNT: ~~FL 0000000015~~

AUTHORIZATION: ABBIE/PAUL HODGE

RECEIVED  
02 MAR 27 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BK

LP- 87.50  
COST 61.25

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
FINLAY INTERESTS MT 2, LTD.**

FILED  
02 MAR 27 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of FINLAY INTERESTS MT 2, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be FINLAY INTERESTS MT 2, LTD. (the "Partnership").
2. The initial business address of the Partnership where records shall be kept shall be 4300 Marsh Landing Boulevard, Suite 101, Jacksonville Beach, Florida 32250.
3. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.
4. The name and initial business address of the General Partner is:  
  
FINLAY INTERESTS MT GP 2, LLC, a Florida limited liability company  
4300 Marsh Landing Boulevard, Suite 101  
Jacksonville Beach, Florida 32250  
L0208000 7260
5. The initial mailing address of the limited partnership is Post Office Box 4961, Orlando, Florida 328021-4961.
6. The latest date upon which the Partnership is to dissolve shall be December 31, 2062.

This Certificate has been executed by the undersigned as of the 25 day of March, 2002.

**GENERAL PARTNER:**

**FINLAY INTERESTS MT GP 2, LLC,**  
a Florida limited liability company

By: Finlay GP Holdings, Ltd., a Florida limited  
partnership, sole member

By: Finlay Holdings, Inc., a Florida  
corporation, its general partner

By:

Christopher C. Finlay  
President

**ACKNOWLEDGEMENT OF REGISTERED AGENT**

Having been designated as the Registered Agent for FINLAY INTERESTS MT 2, LTD, the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership, and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in Section 620.192, Florida Statutes.

**B&C CORPORATE SERVICES OF CENTRAL  
FLORIDA, INC.,** a Florida corporation

By: \_\_\_\_\_

*Janice C. Myers*  
**Janice C. Myers, Vice President**

Dated this 26th day of March, 2002.

# AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being the sole general partner of FINLAY INTERESTS MT 2, LTD., and being duly sworn do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of FINLAY INTERESTS MT 2, LTD., 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 \$50.00 and no further capital contributions from the limited partners are anticipated at this time.

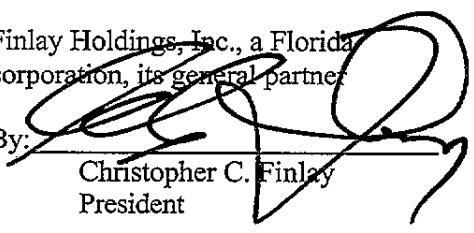
This Affidavit is executed and sworn to by:

## GENERAL PARTNER:

**FINLAY INTERESTS MT GP 2, LLC,**  
a Florida limited liability company

By: Finlay GP Holdings, Ltd., a Florida limited partnership, sole member

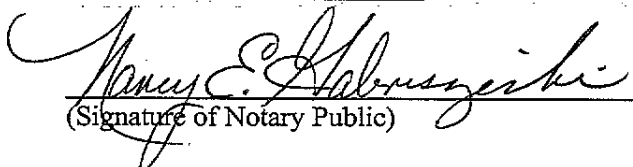
By: Finlay Holdings, Inc., a Florida corporation, its general partner

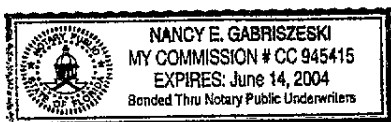
By:   
Christopher C. Finlay  
President

Dated this 25<sup>th</sup> day of March, 2002.

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of March, 2002, by Christopher C. Finlay, as President of Finlay Holdings, Inc., a Florida corporation, as general partner of Finlay GP Holdings, Ltd., the sole member of Finlay Interests MT GP 2, LLC. He is personally known to me or has produced \_\_\_\_\_ as identification and who did/did not take an oath.

  
(Signature of Notary Public)



(Typed name of Notary Public)  
Notary Public, State of Florida  
Commission No. \_\_\_\_\_  
My commission expires: \_\_\_\_\_

FILED  
02 MAR 27 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA