

Division of Corporations

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:

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

From:

Account Name : STEARNS WEAVER MILLER, ET AL.
Account Number : 076077002504
Phone : (305)789-3200
Fax Number : (305)789-3395

RECEIVED**02 APR 10 PM 2:33****DIVISION OF CORPORATION****FLORIDA LIMITED PARTNERSHIP****Tiger Bay Holdings, Ltd.****SECRETARY OF STATE
JALAMARSH@FLORIDA****02 APR 10 PM 4:33****FILED**

Certificate of Status	1
Certified Copy	1
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MEMORANDUM

TO: Florida Department of State
FROM: Jackie Gerstenfeld
RE: Tiger Bay Holdings, Ltd.
DATE: April 10, 2002

The Articles of Incorporation of each of TCG Tiger Bay Properties, Inc. and Tiger Bay Properties, Inc., the general partners of the above-referenced limited partnership, have been filed contemporaneously herewith.

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STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON, P.A.

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
TIGER BAY HOLDINGS, LTD.**

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the General Partners of TIGER BAY HOLDINGS, LTD., a Florida limited partnership (the "Partnership"), hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

TIGER BAY HOLDINGS, LTD.

2. The office and principal place of business for the Partnership currently is:

2937 S. W. 27th Avenue, Suite 303
Coconut Grove, Florida 33133

3. The name and address of the agent for service of process on the Partnership

are:

Brian J. McDonough
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

4. The names and addresses of the General Partners of the Partnership are:

TCG Tiger Bay Properties, Inc.
2937 S. W. 27th Avenue, Suite 303
Coconut Grove, Florida 33133

Tiger Bay Properties, Inc.
4707 N. W. 53rd Avenue, Suite A
Gainesville, Florida 32606

5. The mailing address of the Partnership is:

2937 S. W. 27th Avenue, Suite 303
Coconut Grove, Florida 33133

6. The latest date upon which the Partnership shall dissolve is December 31,

2052.

Filed by: J. Gerstenfeld, Corp. Legal Asst.
Stearns Weaver Miller Weissler, et al
150 West Flagler Street, Suite 2200
Miami, Florida 33130
T: 305-789-3545/F: 305-789-3395

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FILED
02 APR 10 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned have signed this Certificate of Limited Partnership as General Partners, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: April 10th, 2002

TCG TIGER BAY PROPERTIES, INC., a
Florida corporation, a General Partner

By: 
Lloyd Boggio, President


TIGER BAY PROPERTIES, INC., a Florida
corporation, a General Partner

By: _____
Howard K. Wallace, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Brian J. McDonough hereby accepts his appointment as registered agent for TIGER BAY HOLDINGS, LTD., a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: April 9th, 2002


Brian J. McDonough

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IN WITNESS WHEREOF, the undersigned have signed this Certificate of Limited Partnership as General Partners, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: April 9th, 2002

TCG TIGER BAY PROPERTIES, INC.,
a Florida corporation, a General
Partner

By: _____
Lloyd Boggio, President


TIGER BAY PROPERTIES, INC., a Florida
corporation, a General Partner

By: 
Howard K. Wallace, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Brian J. McDonough hereby accepts his appointment as registered agent for TIGER BAY HOLDINGS, LTD., a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: April 9th, 2002


Brian J. McDonough

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Lloyd Boggio, as President of TCG TIGER BAY PROPERTIES, INC., a Florida corporation, and Howard K. Wallace, as President of TIGER BAY PROPERTIES, INC., a Florida corporation, as General Partners of TIGER BAY HOLDINGS, LTD., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partner of the Partnership to the Partnership is \$99.98.

2. It is not anticipated that the Limited Partner will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

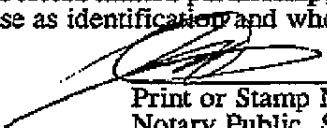
TCG TIGER BAY PROPERTIES, INC., a
Florida corporation, a General Partner

By: 
Lloyd Boggio, President

TIGER BAY PROPERTIES, INC., a Florida
corporation, a General Partner

By: _____
Howard K. Wallace, President

The foregoing instrument was acknowledged before me this 10th day of April, 2002 by Lloyd Boggio, as President of TCG Tiger Bay Properties, Inc., a Florida corporation, a General Partner of Tiger Bay Holdings, LTD., a Florida limited partnership, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.


NOTARY PUBLIC - STATE OF FLORIDA
MARIA COLON
COMMISSION # C0856635
EXPIRES 11/17/2003
BONDED THRU ASA 1-888-NOTARY1
Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:

The foregoing instrument was acknowledged before me this _____ day of April, 2002 by Howard K. Wallace, as President of Tiger Bay Properties, Inc., a Florida corporation, a General Partner of Tiger Bay Holdings, LTD., a Florida limited partnership, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Lloyd Boggio, as President of TCG TIGER BAY PROPERTIES, INC., a Florida corporation ; and Howard K. Wallace, as President of TIGER BAY PROPERTIES, INC., a Florida corporation, as General Partners of TIGER BAY HOLDINGS, LTD., a Florida limited partnership (the "Partnership"), who states as follows:

- TCG TIGER BAY PROPERTIES, INC.,
a Florida corporation, a General
Partner

By: Howard K. Wallace
Howard K. Wallace, President

Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:

 **SHEILA J. SPURLIN**
MY COMMISSION # CC 978478
EXPIRES: December 29, 2004
Bonded thru Notary Public Underwriters

Print or Stamp Name: Shelia J. Spurlin
Notary Public, State of Florida at Large
Commission No.: CC 976478
My Commission Expires: 12-29-04