

A02000000815
ATTORNEYS AT LAW

GLENN RASMUSSEN FOGARTY & HOOKER

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P.O. Box 3333 Tampa, Florida 33601-3333
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June 6, 2002

FILED
2002 JUN -7 PM 4:52
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

VIA FEDEX

Re: Emerald Bay Capital, Ltd. -- Certificate of Limited Partnership

Gentlemen:

Enclosed are the following items pertaining to Emerald Bay Capital, Ltd.:

1. The original and one copy of Certificate of Limited Partnership; and
2. Check payable to you for the following charges:

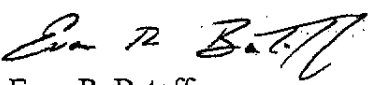
Filing fee	\$1,750.00
Registered Agent's	
Designation	35.00
Certified Copy	<u>52.50</u>
TOTAL	\$1,837.50

700005725757--1
-06/07/02--01048--015
***1837.50 ***1837.50

Please approve and file the original Certificate of Limited Partnership and return a certified copy to us.

Very truly yours,

GLENN RASMUSSEN
FOGARTY & HOOKER, P.A.


Evan R. Batoff

ERB/ad
Enclosures

cc: Dan Rutishauser (w/enc.)

1859-042-01^C Ltr. Fla. Dept. of State -- Cert. of Limited Partnership

J. BRYAN JUN 11 2002

**CERTIFICATE OF LIMITED PARTNERSHIP
FOR
EMERALD BAY CAPITAL, LTD.**

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TALLAHASSEE, FLORIDA

1. The name of the limited partnership is: Emerald Bay Capital, Ltd.
2. The mailing address of the limited partnership is as follows:

4300 W. Cypress Street, Suite 1075
Tampa, Florida 33607
3. The address of the registered office of the limited partnership is as follows:

4300 W. Cypress Street, Suite 1075
Tampa, Florida 33607
4. The name and business address of the sole general partner are as follows:

Euro Emerald Bay, Inc.
4300 W. Cypress Street, Suite 1075
Tampa, Florida 33607
5. The name and address of the registered agent for service of process are as follows:

Ameurco Management, Inc.
4300 W. Cypress Street, Suite 1075
Tampa, Florida 33607
6. The limited partnership will commence at the time of the filing of this Certificate.
7. The latest date when the limited partnership is to be dissolved is December 31, 2042.

DATE: June 6, 2002.

EURO EMERALD BAY, INC.,
a Florida corporation, as General Partner

By: _____

Kristen Kennedy Showalter, Treasurer

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the limited partnership named above at the place designated in the foregoing Certificate of Limited Partnership, the undersigned accepts the appointment as registered agent and agrees to act in that capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent. The undersigned is familiar with, and accepts, the obligations of registered agent as provided in Chapter 620, Florida Statutes.

DATE: June 6, 2002

AMEURCO MANAGEMENT, INC.

By: Kristen Kennedy Showalter
Kristen Kennedy Showalter, Treasurer

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned sole general partner of Emerald Bay Capital, Ltd., a Florida limited partnership, declares the following:

1. The amount of the capital contributions of the limited partners to date is \$0.00.
2. The total amount that is anticipated to be contributed to the capital of the limited partnership by the limited partners is U.S. \$5,700,000.

DATE: June 6, 2002.

EURO EMERALD BAY, INC.,
a Florida corporation, as General Partner

By: Kristen Kennedy Showalter
Kristen Kennedy Showalter, Treasurer

STATE OF FLORIDA)

) ss:

COUNTY OF HILLSBOROUGH)

Sworn to and subscribed before me this 6th day of June, 2002, by Kristen Kennedy Showalter, as Treasurer of Euro Emerald Bay, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced a Florida driver's license as identification.

Lisa I. Cadieux
Notary Public, State of Florida

Notarial Stamp:

1859-042-01^B LP Certificate -- Emerald Bay Capital, Ltd.

LISA I. CADIEUX
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD039880
EXPIRES 7/8/2005
BONDED THRU 1-888-NOTARY1