



# A02000000906

ACCOUNT NO. : 072100000032

REFERENCE : 649185 4381472

AUTHORIZATION :

COST LIMIT : \$ PPD

02 JUL -2 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ORDER DATE : July 2, 2002

ORDER TIME : 12:11 PM

ORDER NO. : 649185-015

CUSTOMER NO: 4381472

900006160539--1  
-07/02/02--01049--016  
\*\*\*\*148.75 \*\*\*\*148.75

CUSTOMER: Janice Myers, Legal Assistant  
Broad And Cassel, P.a.

390 North Orange Avenue  
Suite 1100  
Orlando, FL 32801

*Please file 2nd*

DOMESTIC FILING

NAME: FINLAY INTERESTS II, LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
02 JUL -2 PM 1:03  
DIVISION OF CORPORATION

A02-906  
OK

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
FINLAY INTERESTS 11, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of FINLAY INTERESTS 11, 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 11, 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 GP 11, LLC, a Florida limited liability company  
4300 Marsh Landing Boulevard, Suite 101  
Jacksonville Beach, Florida 32250
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 21st day of June, 2002.

**GENERAL PARTNER:**

**FINLAY INTERESTS GP 11, 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 11, 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, Vice President

Dated this 1st day of July, 2002.

02 JUL - 2 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being the sole general partner of FINLAY INTERESTS 11, 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 11, 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 GP 11, LLC,**  
a Florida limited liability company

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

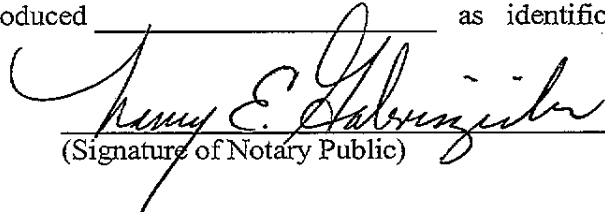
By: Finlay Holdings, Inc., a Florida corporation, its general partner

By:   
Christopher C. Finlay  
President

Dated this 21st day of June, 2002.

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 21st day of June, 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 GP 11, LLC. He is personally known to me or has produced \_\_\_\_\_ as identification and who did/did not take an oath.

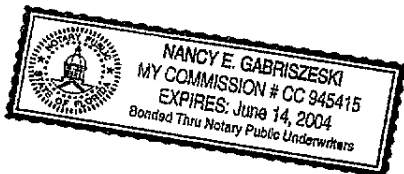
  
(Signature of Notary Public)

\_\_\_\_\_  
(Typed name of Notary Public)

Notary Public, State of Florida

Commission No. \_\_\_\_\_

My commission expires: \_\_\_\_\_



02 JUL -2 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED