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September 19, 2002

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J. THOMAS CONROY, III
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ROBERT L. CROWN
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WILLIAM J. HAZZARD
DAMIAN C. TAYLOR

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*****87.50 *****87.50

Secretary of State
The Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Via Federal Express

Re: **Certificate of Limited Partnership for Grand Bay Plaza, Ltd.**

Dear Sir/Madam:

A021273

Enclosed please find the original and one copy of a Certificate of Limited Partnership for Grand Bay Plaza, Ltd. to be filed with the Secretary of State. Also enclosed you will find our check in the amount of Eighty-seven Dollars Fifty Cents (\$87.50) to cover the following costs:

- 1) \$ 52.50 - Filing Fee; and
- 2) \$ 35.00 - Designation of Registered Agent.

TOTAL AMOUNT DUE - \$ 87.50

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.



Diane Whitacre
Paralegal

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 SEP 20 AM 9:01

54/23

Encl.

4p

**CERTIFICATE OF LIMITED PARTNERSHIP OF
GRAND BAY PLAZA, LTD.
a Florida limited partnership**

The undersigned General Partners, desiring to form a Limited Partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby state:

1. The name of the Limited Partnership is Grand Bay Plaza, Ltd.
2. The address of the office of the Limited Partnership is c/o Boulder Ventures, 4340 West Hillsborough Avenue, Tampa, Florida 33614.
3. The name and address of the agent for service of process on the Limited Partnership is Stephen M. Hudoba, 101 East Kennedy Blvd, Suite 3700, Tampa, Florida 33614.
4. The name and business address of the General Partner is: KB Investment Holdings, Ltd., a Florida Limited Liability Company, 4340 West Hillsborough Avenue, Tampa, Florida 33614.
5. The mailing address of the Limited Partnership is c/o Boulder Ventures, 4340 West Hillsborough Avenue, Tampa, Florida.
6. The Limited Partnership shall dissolve and commence winding up and liquidating December 31, 2025, unless all Partners agree to extend the term of the Partnership.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the General Partner of Grand Bay Plaza, Ltd. this 28th day of March, 2002.

GENERAL PARTNER:


Robert E. Schmidt, as General Partner of
KB Investment Holdings, Ltd.

FILED STATE
SECRETARY OF CORPORATIONS
MAR 28 9:30 AM
40-738

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

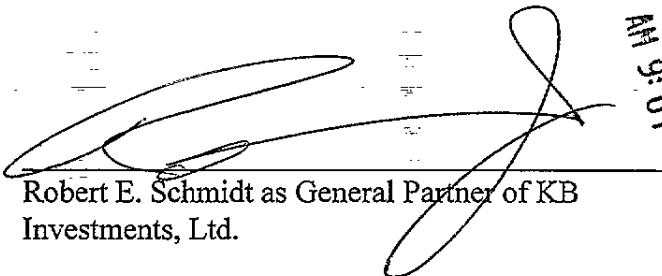
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Robert E. Schmidt, the General Partner of KB Investment Holdings, Ltd, a Florida Limited Partnership, as General Partner of Grand Bay Plaza, Ltd. (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Limited Partnership made by the limited partners is, in the aggregate, Fifty-one and No/100 (\$51.00) Dollars.
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

Under penalties of perjury, I declare that I have read the foregoing and such statements are true, to the best of my knowledge and belief.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH


Robert E. Schmidt as General Partner of KB
Investments, Ltd.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
02 SEP 20 AM 9:01

Sworn to and subscribed before me this 28th day of March, 2002 by Robert E. Schmidt.

(SEAL)



Shari L. Noriega
Notary Public, State of Florida

Shari L. Noriega
(Print, Type or Stamp Name of Notary Public)

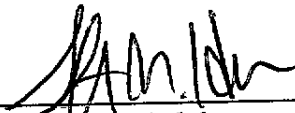
Personally known or
Type of Identification Produced

Corp/Certificate.Limited

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for Grand Bay Plaza, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and on behalf of the Limited Partnership, to accept service of process for the Limited Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Registered Agent:


Stephen M. Hudoba

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 SEP 20 AM 9:01