

ATTORNEYS AT LAW

GLENN RASMUSSEN FOGARTY & HOOKER

100 South Ashley Drive, Suite 1300
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(813) 229-3333 Fax (813) 229-5946

October 2, 2002

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

VIA FEDEX

000008179320--0
-10/03/02--01044--014
***1837.50 ***1837.50

Re: Ridge Crossings Capital, Ltd. -- Certificate of Limited Partnership

Gentlemen:

Enclosed are the following items pertaining to Ridge Crossings 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	52.50
TOTAL	\$1,837.50

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
Evan R. Batoff

FILED
02 OCT -3 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ERB/ad
Enclosures

cc: Mike Spiker (w/enc.)

1859-041-01^C Ltr. Fla. Dept. of State - Cert. of Limited Partnership

**CERTIFICATE OF LIMITED PARTNERSHIP
FOR
RIDGE CROSSINGS CAPITAL, LTD.**

1. The name of the limited partnership is: Ridge Crossings 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. **P02-62317**
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 on October 10, 2002.

7. The latest date when the limited partnership is to be dissolved is December 31, 2042.

DATE: October 3, 2002.

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

By: 

Bruce D. Burdge, Executive Vice President

FILED
TALLAHASSEE FLORIDA

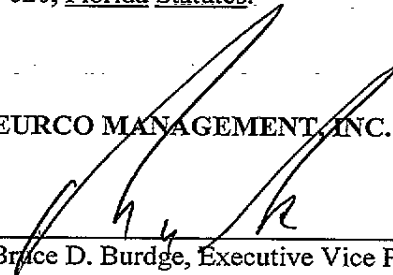
02 OCT -3 AM 9:00

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: October 3, 2002

AMEURCO MANAGEMENT, INC.

By: 
Bruce D. Burdge, Executive Vice President

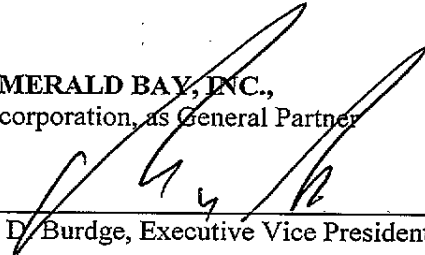
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned sole general partner of Ridge Crossings 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. \$6,800,000.

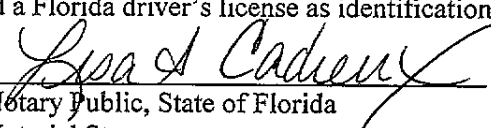
DATE: October 3, 2002.

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

By: 
Bruce D. Burdge, Executive Vice President

STATE OF FLORIDA)
) ss:
COUNTY OF HILLSBOROUGH)

Sworn to and subscribed before me this 3rd day of October, 2002, by Bruce D. Burdge, as Executive Vice President of Euro Emerald Bay, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a Florida driver's license as identification.


Notary Public, State of Florida
Notarial Stamp:

LISA I. CADIEUX
NOTARY PUBLIC- STATE OF FLORIDA
COMMISSION # DD039900
EXPIRES 7/8/2005
BONDED THRU 1-800-NOTARY1