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DIVISION OF CORPORATIONS

PORTER WRIGHT MORRIS & ARTHUR LLP
Attorneys & Counselors at Law

Joshua M. Bialek
941-593-2962
jbialek@porterwright.com

5801 Pelican Bay Boulevard
Suite 300
Naples, Florida 34108-2709

Facsimile: 941-593-2990
Toll Free: 800-876-7962

December 12, 2002

VIA UPS OVERNIGHT DELIVERY

Division of Corporations
Registration Department
409 East Gaines Street
Tallahassee, Florida 32399

***Re: Certificate of Limited Partnership of Cambridge Management Associates
Limited Partnership***

Dear Registration Department:

Please find enclosed for filing: a) the Certificate of Limited Partnership of Cambridge Management Associates Limited Partnership; b) the Affidavit of Capital Contributions; and c) the Certificate Designating Registered Agent. Please also find enclosed a check payable to the Department of State, Division of Corporations in the amount of \$1,785.00 for the filing fee and designation of registered agent.

If you have any questions, please do not hesitate to call me. Thank you for your assistance.

Sincerely,

Joshua M. Bialek

Enclosure

02 DEC 57
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP
OF CAMBRIDGE MANAGEMENT ASSOCIATES LIMITED PARTNERSHIP
A FLORIDA LIMITED PARTNERSHIP

The undersigned General Partner, acting to form a limited partnership under the Florida Revised Uniform Limited Partnership Act, adopts the following certificate for such limited partnership.

FIRST: The name of the partnership is CAMBRIDGE MANAGEMENT ASSOCIATES LIMITED PARTNERSHIP, a Florida limited partnership.

SECOND: The address of the office of the partnership at which place the records of the limited partnership shall be maintained is 27300 Riverview Center Boulevard, Suite 201, Bonita Springs, Florida 34134.

THIRD: The name and address of the agent for service of process is: Jeffrey S. Kannensohn, Esq., 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108-2709.

FOURTH: The name and address of the sole general partner is as follows:

<u>Name</u>	<u>Address</u>
Cambridge Management Associates, LLC L02-3920	27300 Riverview Center Blvd. Suite 201 Bonita Springs, Florida 34134

FIFTH: The mailing address of the limited partnership is: 27300 Riverview Center Blvd., Suite 201, Bonita Springs, Florida 34134.

SIXTH: The latest date on which the limited partnership is to dissolve is December 31, 2101.

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IN WITNESS WHEREOF, the general partner referenced above has executed this
Certificate on the 11 day of December, 2002.

CAMBRIDGE MANAGEMENT ASSOCIATES
LIMITED PARTNERSHIP, a Florida limited
partnership

By: Cambridge Management Associates, LLC,
General Partner

By: Joanne H. McGarvey 02-11-02
Joanne H. McGarvey, Managing Member

State of Florida

County of Lee

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared JOANNE H. MCGARVEY, as Managing Member of CAMBRIDGE MANAGEMENT ASSOCIATES, LLC, a Florida limited liability company, as General Partner of Cambridge Management Associates Limited Partnership, a Florida limited partnership who produced as identification or ✓ who is known to me and known by me to be the person who executed the foregoing Certificate of Limited Partnership, and she acknowledged before me that she executed this certificate. An oath was not administered.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 11 day of December, 2002.

(NOTARY SEAL)



Kristin Slobodzian
My Commission DD092815
Expires February 17 2006

Kristin Slobodzian
Signature of Notary Public

Kristin Slobodzian
Name of Notary Public Typed
DD092815

Serial or License Number of
Notary Public

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CORPORATIONS

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, personally appeared, JOANNE H. MCGARVEY, as Managing Member of CAMBRIDGE MANAGEMENT ASSOCIATES, LLC, a Florida limited liability company, as the sole General Partner of CAMBRIDGE MANAGEMENT ASSOCIATES LIMITED PARTNERSHIP, a Florida limited partnership, who certifies as follows:

The total amount of capital contributions contributed and anticipated to be contributed by the limited partners at this time totals \$300,000.00.

DATED this 11th day of December, 2002.

FURTHER AFFIANT SAYETH NOT.

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

CAMBRIDGE MANAGEMENT ASSOCIATES
LIMITED PARTNERSHIP, a Florida
limited partnership

By: Cambridge Management Associates, LLC
General Partner

By: Joanne H. McGarvey
Joanne H. McGarvey, Managing Member

SWORN TO AND SUBSCRIBED before me this 11th day of December,
2002.

Kristin Slobodzian
Signature of Notary Public

Kristin Slobodzian
Name of Notary Public Printed or Typed

DD092815
Serial or License Number of Notary Public

My Commission Expires:

2/17/06

(NOTARY SEAL)



Kristin Slobodzian
My Commission DD092815
Expires February 17 2006

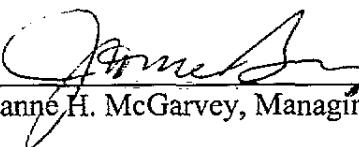
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
THE RESIDENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

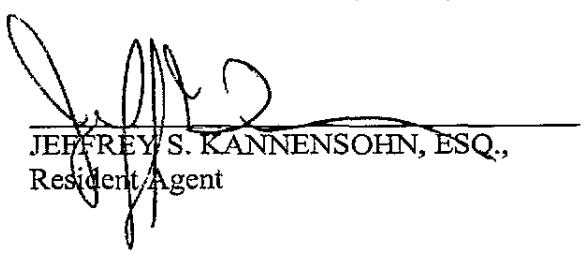
That CAMBRIDGE MANAGEMENT ASSOCIATES LIMITED PARTNERSHIP, a Florida limited partnership, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in CERTIFICATE OF LIMITED PARTNERSHIP at City of Bonita Springs, County of Lee, State of Florida, has named Jeffrey S. Kannensohn, Esq., located at 5801 Pelican Bay Boulevard, Suite 300, City of Naples, County of Collier, State of Florida, as its Agent to accept service of process within this State.

CAMBRIDGE MANAGEMENT ASSOCIATES
LIMITED PARTNERSHIP, a Florida limited
partnership

By: Cambridge Management Associates, L.P.C.,
General Partner

By: 
Joanne H. McGarvey, Managing Member

HAVING BEEN NAMED to accept service of process for the above stated Limited Partnership, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


JEFFREY S. KANNENSOHN, ESQ.,
Resident Agent