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MEDIATOR-ARBITRATOR

△BOARD CERTIFIED IN TAXATION

† ALSO CERTIFIED PUBLIC ACCOUNTANT

◊ADMITTED COLORADO BAR

December 23, 2002

VIA FEDERAL EXPRESS

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

Re: Damco Holdings, Ltd.

Dear Sir/Madam:

Enclosed please find the following documents for filing:

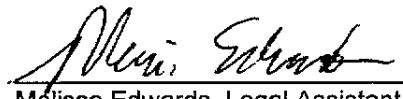
1. Certificate of Limited Partnership
2. Affidavit of Capital Contributions for Florida Limited Partnerships

I also enclose my trust account check made payable to the Florida Department of State in the amount of \$647.50 to cover the cost of the filing fee of \$560.00, \$35.00 for the Registered Agent Designation fee, and \$52.50 for a certified copy of the filing. Upon completion, please forward the certified copy to the undersigned.

If you have any questions, please feel free to call. Thank you for your assistance in this matter.

Very truly yours,

KRASNY AND DETTMER


Melissa Edwards, Legal Assistant
To Dale A. Dettmer

/me
Enclosures

FILED
02 DEC 24 AM 11:14
SUSAN M. DAVIS
TALLAHASSEE, FLORIDA

02 DEC 24 AM 11:11
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S E C R E T A R Y O F S T A T E S
T A L L A H A S S E E , F L O R I D A
U A

CERTIFICATE OF LIMITED PARTNERSHIP

1.0 PARTNERSHIP NAME AND ADDRESS.

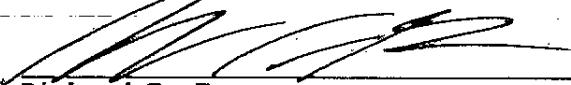
The name of this limited partnership is DAMCO HOLDINGS, LTD. and its mailing and principal address is 202 N. Harbor City Boulevard, Suite 300, Melbourne, Florida 32935.

2.0 REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE.

The name and the Florida street address of the registered agent are:

Richard E. Torpy, Esq.
202 N. Harbor City Boulevard, Suite 300
Melbourne, FL 32935

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.



Richard E. Torpy

3.0 TERMINATION DATE.

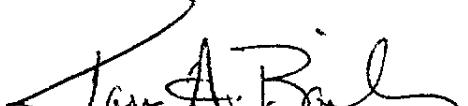
The latest date upon which this limited partnership is to be dissolved is fifty (50) years from the date of filing of this Certificate of Limited Partnership with the Florida Secretary of State.

4.0 GENERAL PARTNER.

The general partner of this limited partnership is James H. Bailey, whose address is c/o Richard E. Torpy, Esq., 202 N. Harbor City Boulevard, Suite 300, Melbourne, Florida 32935.

Under penalties of perjury the undersigned declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 18 day of December, 2002.



JAMES H. BAILEY, General Partner

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIPS

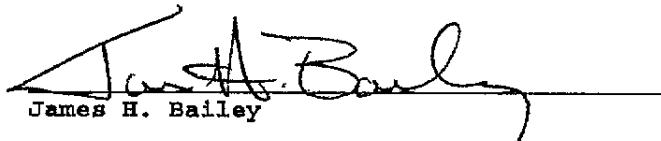
The undersigned general partner of DAMCO HOLDINGS, LTD., a Florida limited partnership, certifies:

- 1.0 The amount of capital contributions to date of the limited partners is Eighty Thousand Dollars (\$80,000).
- 2.0 The total amount contributed and anticipated to be contributed by the limited partners at this time totals Eighty Thousand Dollars (\$80,000).

Executed this 18 day of December, 2002.

Under penalties of perjury, the undersigned declares that he has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

GENERAL PARTNER:


James H. Bailey