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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : FOLEY & LARDNER
Account Number : 072720000061
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FLORIDA LIMITED PARTNERSHIP

grand bay associates, ltd.

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| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 03 |
| Estimated Charge | \$1,837.50 |

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Fax Audit No. H03000113824

CERTIFICATE OF LIMITED PARTNERSHIP

**GRAND BAY ASSOCIATES, LTD.
a Florida limited partnership**

The undersigned General Partner desiring to form a Limited Partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:


1. The name of the Limited Partnership is Grand Bay Associates, Ltd. (the "Partnership").
2. The address of the office of the Partnership is 800 Brickell Avenue, Suite 201, Miami, Florida 33131. The address and name of the agent for service of process upon the Partnership is The Greenleaf Building, 200 Laura Street North, Jacksonville, Florida 32202, and the agent at that address is F&L Corp.
3. The name and business address of the General Partner of the Partnership are as follows: Grand Bay GP, LLC, 800 Brickell Avenue, Suite 201, Miami, Florida 33131.
4. The mailing address of the Partnership is 800 Brickell Avenue, Suite 201, Miami, Florida 33131.
5. The latest date upon which the Partnership will dissolve is December 31, 2050.

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

This Certificate of Limited Partnership has been executed by the General Partner of Grand Bay Associates, Ltd. this 11th day of April, 2003.

GENERAL PARTNER:
Grand Bay GP, LLC, a Florida limited liability company

By: 
Name: Richard Barock
Title: Authorized Representative and Manager

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**AFFIDAVIT OF CAPITAL
GRAND BAY ASSOCIATES, LTD.**

The undersigned, constituting the sole general partner of Grand Bay Associates, Ltd., certifies as follows:

The amount of capital contributions to date of the limited partners is \$1,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$6,500,000.00.

Executed this 11th day of April, 2003.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

GENERAL PARTNER:
Grand Bay GP, LLC

By: 
Name: Richard Rasoch
Title: Partner, President and Manager

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FOLEY LARDNER

NO. 4126 P. 4/4

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ACCEPTANCE BY REGISTERED AGENT

GRAND BAY ASSOCIATES, LTD.

Having been named to accept service of process for the above stated limited partnership, at the place designated in the above Certificate of Limited Partnership, F&L Corp. agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. F&L Corp. is familiar with and accepts the obligations of a registered agent.

F&L Corp.

By: Charles V. Hedrick
Charles V. Hedrick,
Authorized Signatory

Date: April 11, 2003

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