

Division of Corporations

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A030000001172**Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : STEARNS WEAVER MILLER, ET AL.
Account Number : 076077002504
Phone : (305) 789-3200
Fax Number : (305) 789-3395

FLORIDA LIMITED PARTNERSHIP**Fenton Partners Limited**

Certificate of Status	0
Certified Copy	1
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STATE
DIVISION OF CORPORATION

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DIVISION OF CORPORATION

JB
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
FENTON PARTNERS LIMITED**

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of FENTON PARTNERS LIMITED, a Florida limited partnership (the "Partnership"), hereby executes and submits for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:
FENTON PARTNERS LIMITED
2. The office and principal place of business for the Partnership currently is:
**2000 PGA Boulevard, Suite 2202
North Palm Beach, Florida 33408**
3. The name and address of the agent for service of process on the Partnership are:
**Alison W. Miller
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130**
4. The name and address of the General Partner of the Partnership are.
**ICF GP, Inc. ✓ 03000089800
2000 PGA Boulevard, Suite 2202
North Palm Beach, Florida 33408**
5. The mailing address of the Partnership is:
**2000 PGA Boulevard, Suite 2202
North Palm Beach, 33408**
6. The latest date upon which the Partnership shall dissolve is December 31, 2053.

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APPROVED
AND
FILED

Filed by: J. Gerstenfeld, Corp. Legal Asst.
Stearns Weaver Miller Weissler, et al
150 West Flagler Street, Suite 2200
Miami, Florida 33130
T: 305-789-3545/ F: 305-789-3395

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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as General Partner, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: August 15, 2003

ICF GP, INC., a Florida corporation, as
General Partner

By: 

Ira Fenton, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Alison W. Miller hereby accepts her appointment as registered agent for Fenton Partners Limited, a Florida limited partnership and states that she is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: August ____, 2003

Alison W. Miller

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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as General Partner, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: August ____, 2003

ICF GP, INC., a Florida corporation, as
General Partner

By: _____
Ira Fenton, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Alison W. Miller hereby accepts her appointment as registered agent for Fenton Partners Limited, a Florida limited partnership and states that she is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: August 15, 2003

Alison W. Miller

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Ira Fenton, as President of ICF GP, INC., a Florida corporation, as General Partner of FENTON PARTNERS LIMITED, a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$100.00.
2. It is not anticipated that the Limited Partners will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

ICF GP, INC., a Florida corporation, as
General Partner

By: [Signature]
Ira Fenton, President

The foregoing instrument was acknowledged before me this 15th day of August, 2003 by Ira Fenton, as President of ICF GP, Inc., a Florida corporation, as General Partner of Fenton Partners Limited, a Florida limited partnership, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.



Linda Gaddy
Commission # CC 979260
Expires Dec. 19, 2004
Bonded thru
Atlantic Bonding Co., Inc.

[Signature: Linda Gaddy]
Print or Stamp Name: LINDA GADDY
Notary Public, State of Florida at Large
Commission No.: CC979260
My Commission Expires: 12/19/2004

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