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Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA LIMITED PARTNERSHIP

CAY J ASSOCIATES, LTD.

Certificate of Status	0
Certified Copy	0
Page Count	04
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CERTIFICATE OF LIMITED PARTNERSHIP

OF

**CAY J ASSOCIATES, LTD.
a Florida Limited Partnership**

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

1. The Partnership's name is **CAY J ASSOCIATES, LTD.**, a Florida Limited Partnership.

2. The address of the office of the Partnership is:

3224-A Sunset Key Circle
Punta Gorda, Florida 33955

3. The name and street address of the Agent for service of process on the Partnership are as follows:

W. Gerald Newmin
3224-A Sunset Key Circle
Punta Gorda, Florida 33955

4. The name and business address of the General Partner are as follows:

CAY J ENTERPRISES, L.L.C.
3224-A Sunset Key Circle
Punta Gorda, Florida 33955

5. The mailing address of the Partnership is:

3224-A Sunset Key Circle
Punta Gorda, Florida 33955

6. The latest date on which the Limited Partnership is to be dissolved and its affairs wound up is December 31, 2053, unless the term of the Partnership is further extended by a Majority in Interest of the Partners, as defined in the Partnership Agreement.

7. The effective date of this Certificate of Limited Partnership shall be the effective date of the filing of the Certificate of Limited Partnership with the Florida Department of State.

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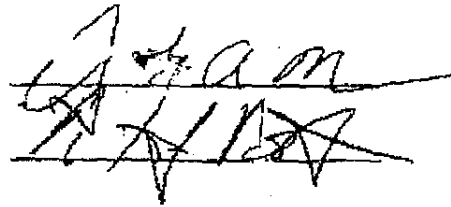
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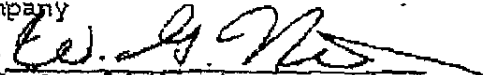
The execution of this Certificate and Affidavit by the undersigned General Partner constitutes an affirmation, under the penalties of perjury, that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by W. Gerald Newmin, as President of CAY J ENTERPRISES, L.L.C., a Florida limited liability company, the General Partner of CAY J ASSOCIATES, LTD., a Florida Limited Partnership, this 12th day of November, 2003.

WITNESSES:



CAY J ENTERPRISES, L.L.C.,
a Florida limited liability
company

By: 
W. Gerald Newmin, President

"GENERAL PARTNER"

THIS INSTRUMENT PREPARED BY:
JOHN A. MORAN, ESQUIRE
Florida Bar No. 718335
DUNLAP & MORAN, P.A.
Post Office Box 3948
Sarasota, FL 34235-3948
Telephone: 941-366-0115
JAM:PVV/7200-3/Cert of Lim Part

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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

Having been named as statutory Registered Agent for CAY J ASSOCIATES, LTD., a Florida Limited Partnership (the "Partnership" in the foregoing Certificate of Limited Partnership), I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.

Dated: November 12, 2003

Registered Agent:


W. Gerald Newmin
3224-A Sunset Key Circle
Punta Gorda, Florida 33955

APPROPRIATE
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AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority personally appeared W. Gerald Newmin, President of CAY J ENTERPRISES, L.L.C., a Florida limited liability company, the General Partner of CAY J ASSOCIATES, LTD., a Florida Limited Partnership (the "Partnership"), who, upon being duly sworn, certified as follows:

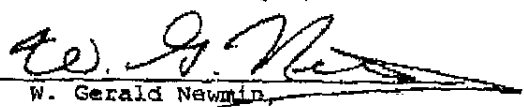
1. The amount of capital contribution to the Partnership made by the Limited Partners is in aggregate of Two Million and No/100 Dollars (\$2,000,000.00).

2. At this time it is anticipated that the Limited Partners will make additional capital contributions in aggregate of Eighteen Million and No/100 Dollars (\$18,000,000.00).

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

CAY J ENTERPRISES, L.L.C., a Florida
limited liability company

By:


W. Gerald Newmin,
President

JAX:PCV\7200-3\Affidavit of Capital Contribution

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