



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 2, 2004

CORPORATION SERVICE COMPANY

SUBJECT: DOCKHOUSE VENTURES, LP
REF: W04000000004

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The effective day must be specific and cannot be prior to the date of filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

FAX Aud. #: H03000345013
Letter Number: 704A00000073

AND
FILED
03 DEC 31 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H03000345013 3

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
DOCKHOUSE VENTURES, LTD.**

THE UNDERSIGNED, constituting the sole general partner of **DOCKHOUSE VENTURES, LTD** (the "Partnership"), does hereby submit the following information in accordance with the Florida Revised Limited Partnership Act (1986) to make public the information of the Partnership:

1. **Name:** The name of the Partnership shall be:

DOCKHOUSE VENTURES, LTD.

The effective date is 12/31/03.

2. **Registered Agent:** The Registered Agent and Registered Office of the Partnership in the State of Florida is:

Name: Joseph Rhem
Address: 4122 Roberts Point Circle
Sarasota, Florida 34242

EFFECTIVE DATE

12/31/03

The Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of **DOCKHOUSE VENTURES, LTD** at the place designated in this Certificate of Limited Partnership of **DOCKHOUSE VENTURES, LTD** I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

Joseph Rhem, Registered Agent

3. **General Partner:** The name and address of the general partner of Partnership is:

DOCKHOUSE VENTURES, LLC MD3-4350
4122 Roberts Point Circle
Sarasota, Florida 34242

4. **Partnership Address:** The office and mailing address for the Partnership shall be: 4122 Roberts Point Circle, Sarasota, Florida 34242.

5. **Dissolution:** The latest date upon which the Partnership will dissolve is December 31, 2053.


IN WITNESS WHEREOF, the undersigned does hereby execute this Certificate of Limited Partnership and attach an Affidavit declaring the amount of the capital

H03000345013 3

H03000345013 3

contribution of the limited partners and the anticipated amount to be contributed by the limited partners.

**DOCKHOUSE VENTURES, LLC, a
Delaware limited liability company, as
general partner**

By: 
Joseph Rhem, Managing Member

APPROVED
AND
FILED
03 DEC 31 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H03000345013 3

H03000345013 3

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, general partner of **DOCKHOUSE VENTURES, LTD.**, a Florida limited partnership, hereinafter referred to as the "Partnership", who upon being sworn, certify as follows:

1. The amount of capital contributions of the limited partners contributed to date is \$ zero.

2. The total amount contributed to date and anticipated to be contributed to the capital of the limited partners is \$ zero.

Dated this 26 day of December, 2003.

FURTHER AFFIANT SAYETH NOT.

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

DOCKHOUSE VENTURES, LLC, a
Delaware limited liability company, as
general partner

By: Joseph Rhem
Joseph Rhem, Managing Member

\\SCA1\ET\TAA\224016\01\45%_011.DOC\12/18/03

AND
FILED
03 DEC 31 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H03000345013 3

H03000345013 3

Dockhouse Ventures, LLC

4122 Roberts Point Circle
Sarasota, FL 34242

December 23, 2003

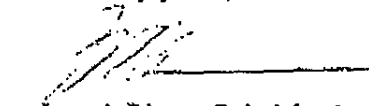
Florida Secretary of State
Division of Corporations
Tallahassee, FL

RE: Approval of Use of Name – Dockhouse Ventures, LTD.

Dear Sir/Madam:

In my official capacity as sole member of Dockhouse Ventures, LLC, a Delaware limited liability company, I hereby authorize and approve use of the name "Dockhouse Ventures,LTD." Dockhouse Ventures,LTD. will be owned and operated by the same management and, therefore, use of the name poses no issue.

Sincerely yours,


Joseph Rhem, Sole Member

APPROVED
AND
FILED
03 DEC 31 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H03000345013 3