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From:

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FLORIDA LIMITED PARTNERSHIP

GHG PEARL LIMITED PARTNERSHIP

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
GHG PEARL LIMITED PARTNERSHIP

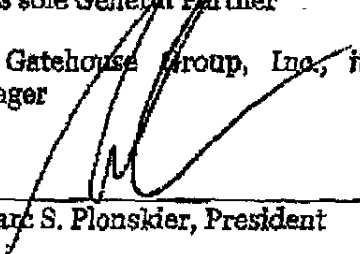
Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, being the sole General Partner of GHG PEARL LIMITED PARTNERSHIP (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be GHG PEARL LIMITED PARTNERSHIP.
2. The address of the office where records shall be kept shall be 120 Forbes Boulevard, Mansfield, Massachusetts 02048. The name and address of the registered agent for service of process is Brian J. McDonough, 150 West Flagler Street, Suite 2200, Miami, Florida 33130.
3. The name and the business address of the General Partner are:

GHG PEARL LLC, a Florida limited liability company
c/o Gatehouse Group, Inc.
120 Forbes Boulevard
Mansfield, Massachusetts 02048
4. The mailing address of the limited partnership is c/o Gatehouse Group, Inc., 120 Forbes Boulevard, Mansfield, Massachusetts 02048.
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2054.
6. This Certificate has been executed by the undersigned effective as of the _____ day of February 2004.

GHG PEARL LLC, a Florida limited liability company, its sole General Partner

By: The Gatehouse Group, Inc., its sole Manager

By: 
Marc S. Plonskier, President

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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for GHG PEARL LIMITED PARTNERSHIP, the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that he is familiar with his statutory obligations as such.

By: 
Brian J. McDonough

Dated this 15 day of February, 2004.

CLERK OF STATE
TALLAHASSEE, FLORIDA
04 FEB 25 AM 8:12

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**AFFIDAVIT
OF
CAPITAL CONTRIBUTIONS**

The undersigned being the sole General Partner of GHG PEARL LIMITED PARTNERSHIP and being duly sworn does hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of GHG PEARL LIMITED PARTNERSHIP, with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$99.99 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

GHG PEARL LLC, a Florida limited liability company

By: The Gatehouse Group, Inc., a Massachusetts corporation, its sole Manager

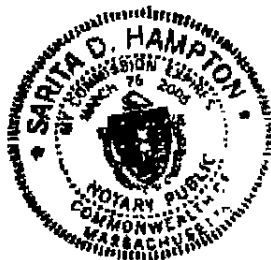
By: 
Marc S. Plonskier, President


COMMONWEALTH OF MASSACHUSETTS)

COUNTY OF BRISTOL)

The foregoing instrument was acknowledged before me this 25th day of February 2004 by Marc S. Plonskier, as President of The Gatehouse Group, Inc., a Massachusetts corporation, the sole Manager of GHG PEARL LLC, a Florida limited liability company, the sole General Partner of GHG PEARL LIMITED PARTNERSHIP, and who is personally known to me.

(Notary Seal)




Notary Public
My Commission Expires: 3/26/2005
Print, type or stamp name of
notary Santa D. Hampton

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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