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FLORIDA LIMITED PARTNERSHIP

G.E.M. ASSOCIATES, LTD.

Certificate of Status	0
Certified Copy	0
Page Count	05
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CERTIFICATE OF LIMITED PARTNERSHIP

OF

G.E.M. 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 G.E.M. ASSOCIATES, LTD., a Florida Limited Partnership.

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

c/o John A. Moran
22 S. Links Avenue
Suite 300
Sarasota, FL 34236

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

John A. Moran
22 S. Links Avenue
Suite 300
Sarasota, FL 34236

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

G.E.M. PARTNERS, L.L.C.
c/o John A. Moran
22 S. Links Avenue
Suite 300
Sarasota, FL 34236

5. The mailing address of the Partnership is:

c/o John A. Moran
P.O. Box 394
Sarasota, FL 34230

6. The latest date on which the Limited Partnership is to be dissolved and its affairs wound up is December 31, 2054, 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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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 John A. Moran, as Authorized Agent of G.E.M. PARTNERS, L.L.C., a Florida Limited Liability Company, the General Partner of G.E.M. ASSOCIATES, LTD., a Florida Limited Partnership, this 19th day of April, 2004.

WITNESSES:

Rebecca J. Proctor
Maice Sander

G.E.M. PARTNERS, L.L.C.,
a Florida Limited Liability
Company

By: John A. Moran
Authorized Agent

"GENERAL PARTNER"

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 19th day of April, 2004, by John A. Moran, Authorized Agent, who is personally known to me or [] has produced as identification, in his capacity as Manager of G.E.M. PARTNERS, L.L.C., a Florida Limited Liability Company, the General Partner of G.E.M. ASSOCIATES, LTD., a Florida Limited Partnership.

Rebecca J. Proctor
Notary Public
Printed Name/My Commission
Expires:

THIS INSTRUMENT PREPARED BY:
JOHN A. MORAN, ESQUIRE
Florida Bar No. 7189326
DUNLAP & MORAN, P.A.
Post Office Box 3948
Sarasota, FL 34230-3948
Telephone: 941-366-0115



Rebecca J. Proctor
MY COMMISSION # 00099552 EXPIRES
March 13, 2006
BONDED THROUGH FARM INSURANCE INC.

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DIVISION OF CORPORATIONS

JMM/RJR/01-11 Cert of Lim Part

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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

Having been named as statutory Registered Agent for G.E.M. 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: April 22, 2004

Registered Agent:


John A. Moran

JAM/RGP/SL-11 Cons of Lim Part

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AFFIDAVIT OF CAPITAL CONTRIBUTIONSTATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority personally appeared JOHN A. MORAN, Authorized Agent of G.E.M. PARTNERS, L.L.C., a Florida limited liability company, the General Partner of G.E.M. 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 One Million Three Hundred Forty-Two Thousand Six Hundred Dollars and No/100 (\$1,342,600.00) Dollars.

2. At this time it is anticipated that the Limited Partners will make no additional capital contributions.

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.

G.E.M. PARTNERS, L.L.C., a Florida
Limited Liability Company

By: John A. Moran
John A. Moran, Authorized Agent

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DIVISION OF CORPORATIONS
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32 Subscribed and sworn before me, the undersigned authority, this 22 day of April, 2004, by John A. Moran, Authorized Agent, as Manager of G.E.M. PARTNERS, L.L.C., (X) who is personally known to me or () who has produced _____ as identification.

Rebecca L. Proctor
Notary Public
Printed Name/My Commission Expires:

JRM/STP/31-11A/Affidavit of Capital Contribution



Rebecca L. Proctor
MY COMMISSION # 00099832 EXPIRES
March 13, 2006
BONDED THROUGH TARI ASSURANCE, INC

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