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TALLAHASSEE, FLORIDA

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From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
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0399.28157

FLORIDA LIMITED PARTNERSHIP**LAURESCA ASSOCIATES, LTD.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$1,785.00

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

LAURESCA ASSOCIATES, LTD.
a Florida Limited Partnership

2004 JUL 15 A 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 LAURESCA ASSOCIATES, LTD., a Florida Limited Partnership.

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

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

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

John A. Moran
c/o Dunlap & Moran
22 S. Links Avenue, Suite 300
Sarasota, Florida 3423

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

LAURESCA, L.L.C.
c/o John A. Moran, Esq.
P.O. Box 3948
Sarasota, Florida 34230

5. The mailing address of the Partnership is:

c/o John A. Moran, Esq.
P.O. Box 3948
Sarasota, Florida 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, FLORIDA.

Dated: July 13th, 2004.

WITNESSES:

Rebecca J. Proctor
Charles R. Watafield

LAURESCA, L.L.C.,
a Florida Limited Liability
Company

By: [Signature]
John A. Moran, as the
Authorized Agent for
General Partner

THIS INSTRUMENT PREPARED BY:
Rebecca J. Proctor, Esquire
Florida Bar No. 0629774
DUNLAP & MORAN, P.A.
Post Office Box 3948
Sarasota, FL 34230-3948
Telephone: 941-366-0115
RJP/7602-1/ Cert of Lim Part

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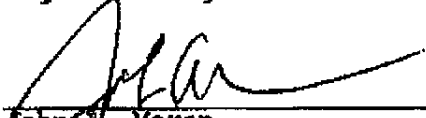
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

Having been named as statutory Registered Agent for **LAURESCA 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: July 13th 2004
(July 13th, 2004)

Registered Agent:


John A. Moran
22 S. Links Avenue, Ste. 300
Sarasota, Florida 34236

NJP/7602-1/Cert of Lim Part

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AFFIDAVIT OF CAPITAL CONTRIBUTION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, LAURESCA, L.L.C., a Florida limited liability company, constituting all of the General Partners of LAURESCA ASSOCIATES, LTD. a Florida Limited Partnership (the "Partnership"), does hereby certify as follows:

1. The amount of capital contribution to the Partnership made by the Limited Partners is in aggregate of Four Million Six hundred thousand dollars and No/100 (\$ 4,600,000.00) 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 know the contents thereof and that the facts are true and correct to the best of my knowledge and belief.

Executed this 13th day of JULY, 2004.

LAURESCA, L.L.C.,
a Florida Limited Liability Company

By: 

John A. Moran, Authorized Agent

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