

Certificate of Limited Partnership

A04000001206
FILED
July 22, 2004
Sec. Of State
tbrumbley

Name of Limited Partnership:

OCEANS EDGE CAPITAL LIMITED PARTNERSHIP

Business Address of Limited Partnership:

4300 WEST CYPRESS STREET
SUITE 1075
TAMPA, FL. US 33607

Mailing Address of Limited Partnership:

4300 WEST CYPRESS STREET
SUITE 1075
TAMPA, FL. US 33607

The name and Florida street address of the registered agent is:

AMEURCO MANAGEMENT, INC.
4300 WEST CYPRESS STREET
SUITE 1075
TAMPA, FL. 33607

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: HERMAN BESSEM, PRESIDENT

The latest date upon which the Limited Partnership is to be dissolved is:

JUNE 30, 2044

The name and address of all general partners are:

Title: G
EURO OCEANS EDGE, INC.
4300 WEST CYPRESS STREET, SUITE 1075
TAMPA, FL. 33607 US

**Affidavit of Capital Contributions
For Florida Limited Partnership**

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The undersigned constituting all of the general partners of:
OCEANS EDGE CAPITAL LIMITED PARTNERSHIP

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is:
0.00

The total amount contributed and anticipated to be contributed by the
limited partners at this time totals:
9,500,000.00

Signed this Twenty Second day of July, 2004

Under the penalties of perjury I (we) declare the I (we) have read the foregoing
and know the contents thereof and that the facts stated herein are true and correct.

General Partner Signature: MICHAEL E. SPIKER, EXEC. VICE PRESIDENT