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SHUFFIELD LOWMAN

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FLORIDA LIMITED PARTNERSHIP

Florida Capital Opportunity Partners, Ltd.

Certificate of Status	0
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J. BRYAN OCT 18 2004

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
FLORIDA CAPITAL OPPORTUNITY PARTNERS, LTD**

THE UNDERSIGNED, desiring to form the Limited Partnership of FLORIDA CAPITAL OPPORTUNITY PARTNERS, LTD. (the "Partnership"), pursuant to the Revised Uniform Limited Partnership Act of the State of Florida, hereby adopts, files, swears to and certifies this Certificate:

1. Name. The name of the Partnership is FLORIDA CAPITAL OPPORTUNITY PARTNERS, LTD. (the "Partnership").

2. Location of the Principal Office and Mailing Address of the Partnership. The principal office of the Partnership is located at and its mailing address is 300 International Parkway, Suite 130, Heathrow, FL 32746.

3. Agent for Service of Process. The name and address of the agent for service of process on the Partnership shall be Katherine A. Christy, 300 International Parkway, Suite 130, Heathrow, FL 32746.

4. Acceptance of Registered Agent Designation. Having been named to accept service of process for the above-named limited partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.


Katherine A. Christy

5. Name and Business Address of the General Partner. The name and business address of the General Partner is as follows:

FCLC OP (2004), LLP #LLP040003396
300 International Parkway, Suite 130
Heathrow, FL 32746

6. Term of the Partnership. The Partnership shall continue in existence until 11:59 P.M. on December 31, 2029, unless sooner terminated, liquidated or dissolved by law or in accordance with the Partnership Agreement.

7. Real Property. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership's name by the General Partner.


The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the parties hereby have sworn to and signed and will cause to be duly filed this Certificate of Limited Partnership. This Certificate is executed this 15th day of October, 2004.

"General Partner"

FCLC OP (2004), LLP

By: 
Katherine A. Christy, Partner

By: 
C. Thomas Selby, Partner

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS


BEFORE ME, the undersigned, constituting all of the general partners of FLORIDA CAPITAL OPPORTUNITY PARTNERS, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, certifies on behalf of the Partnership as follows:

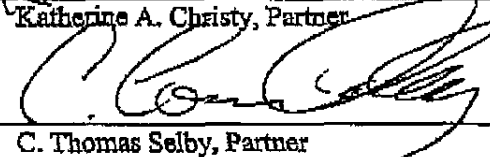
1. At this time, no capital has yet been contributed to the Partnership by the limited partners.
2. It is anticipated that the aggregate amount of capital to be contributed to the Partnership by the limited partners will total One Hundred Dollars (\$100.00).

FURTHER AFFIANT SAITH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

FCLC OP (2004), LLP

By: 
Katherine A. Christy, Partner

By: 
C. Thomas Selby, Partner

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