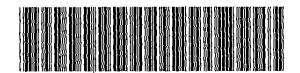
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CERTIFICATE OF LIMITED PARTNERSHIP OF JOHNSTON-SERGENT, LTD.

The undersigned, who is the sole General Partner in the Limited Partnership certifies as follows:

- 1. **Name of Limited Partnership.** The name of the Limited Partnership is JOHNSTON-SERGENT, LTD.
- 2. Office for Maintenance of Business Records. The address of the office at which the records of the Limited Partnership will be kept, as required by the Florida Statutes, is 775 Galleon Drive, Naples, Florida 34102.
- 3. **Agent for Service of Process.** The name and address of the Limited Partnership's agent for service of process in Florida is James A. Johnston, 775 Galleon Drive, Naples, Florida 34102.

Having been named as registered agent to accept service of process for the above-named limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Florida Statutes.

James A. Johnston

4. General Partner. The name and address of the General Partner in the Limited Partnership is Johnston-Sergent Management, LLC, a Florida limited liability company, 775 Galleon Drive, Naples, Florida 34102.

- 5. Address of Partnership. The mailing address of the Limited Partnership is 775 Galleon Drive, Naples, Florida 34102.
- 6. **Date of Dissolution.** The latest date on which the Limited Partnership is to dissolve is December 31, 2014.

Under penalties of perjury, the undersigned declares that it has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

Signed this 10th day of November, 2004.

JOHNSTON-SERGENT MANAGEMENT, LLC, as General Partner of Johnston-Sergent, Ltd.

By:

James A. Johnston, Manager of Johnston-Sergent Management, LLC

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIP

The undersigned constituting the sole General Partner of JOHNSTON-SERGENT, LTD., a Florida limited partnership, certifies as follows:

- The amount of capital contributions to date of the Limited Partners is \$5,000.00. 1.
- The total amount contributed and anticipated to be contributed by the Limited Partners at 2. this time totals \$1,600,000.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that it has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

Signed this 10th day of November, 2004.

JOHNSTON-SERGENT MANAGEMENT, LLC, as General Partner of Johnston-Sergent, Ltd.

By:

James A. Johnston, Manager of Johnston-Sergent Management, I