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From: Account Name : GREEN SCHOENFELD & KYLE LLP
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FLORIDA LIMITED PARTNERSHIP

Desoto Land Holdings, Ltd.

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 4, 2005

GREEN SHOENFELD & KYLE LLP

SUBJECT: DESOTO HOLDINGS, LTD.
REF: W05000005868

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

- 1. Desoto Land Holdings, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
- 2. 2911 NE Pine Island Road, Cape Coral, Florida 33909
(Business address of Limited Partnership)
- 3. Kevin A. Kyle
(Name of Registered Agent for Service of Process)
- 4. 1520 Royal Palm Square Boulevard, Suite 320, Fort Myers, Florida 33919
(Florida street address for Registered Agent)
- 5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
- 6. 2911 NE Pine Island Road, Cape Coral, Florida 33909
(Mailing Address of the Limited Partnership)

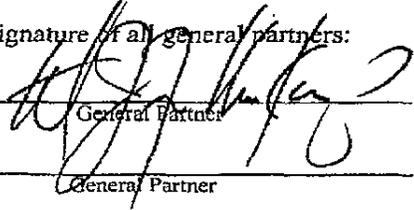
7. The latest date upon which the Limited Partnership is to be dissolved is: 01/31/2055.

8. Name(s) of general partner(s):	Street address:
<u>Dennis J. Fullenkamp</u>	<u>2911 NE Pine Island Road</u>
<u></u>	<u>Cape Coral, Florida 33909</u>
<u></u>	<u></u>

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

Signed this 2nd day of February, 2005

Signature of all general partners:

 General Partner	<u></u> General Partner
<u></u> General Partner	<u></u> General Partner
<u></u> General Partner	<u></u> General Partner

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of Desoto Land Holdings, Ltd.

a Florida Limited Partnership, certify:

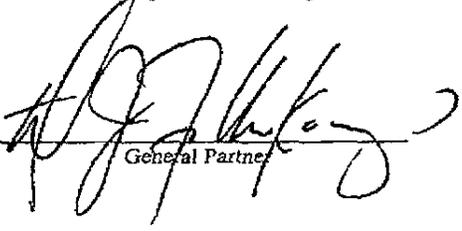
The amount of capital contributions to date of the limited partners is \$ 250,000.00

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 250,000.00

Signed this 2nd day of February, 2005

FURTHER AFFIANT SAYETH NOT.

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


General Partner

General Partner

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