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CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL. 32301
222-1173

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

CONTACT: TRICIA TADLOCK

DATE: 02-04-05

REF. #: 000174.34495

CORP. NAME: ICOT ASSOCIATES LIMITED PARTNERSHIP

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input checked="" type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 511311 FOR \$ 1837.50.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

CERTIFICATE OF LIMITED PARTNERSHIP

ICOT ASSOCIATES LIMITED PARTNERSHIP,
a Florida limited partnership

The undersigned managing general partner desiring to form a limited partnership ("Partnership") pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 620 of the Florida Statutes, does hereby state the following:

1. The name of the Partnership is:

ICOT ASSOCIATES LIMITED PARTNERSHIP

2. The mailing address of the Partnership is:

P.O. Box 49948
Sarasota, FL 34230-6948

3. The principal office address of the Partnership is:

240 S. Pineapple Ave., 10th Floor
Sarasota, FL 34236

4. The name and address of the registered agent of the Partnership is:

David S. Band
P.O. Box 49948 240 S. Pineapple Ave., 10th Floor (34236)
Sarasota, FL 34230-6948

5. The name and address of the managing general partner of the Partnership is:

Flamingo Consulting and Management, Inc.,
a Florida corporation
P.O. Box 49948
Sarasota, FL 34230-6948

9490006398

6. The Partnership shall have a perpetual existence, except as otherwise provided by law or in accordance with the Limited Partnership Agreement.

7. The effective date of this Partnership shall be the effective date of the filing of this Certificate of Limited Partnership with the Department of State.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The execution of this Certificate of Limited Partnership by the undersigned managing general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by Flamingo Consulting and Management, Inc., a Florida corporation, general partner of ICOT ASSOCIATES LIMITED PARTNERSHIP, a Florida limited partnership, this 2nd day of February, 2005.

WITNESSES:

FLAMINGO CONSULTING AND
MANAGEMENT, INC., a Florida
corporation

Cindy L. Fuqua
Print Name: CINDY L. FUQUA

Debra L. Duffey
Print Name: DEBRA L. DUFFEY

By: David S. Band
David S. Band, as its President

"MANAGING GENERAL PARTNER"

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

ICOT ASSOCIATES LIMITED PARTNERSHIP,
a Florida limited partnership

Having been named to accept service of process for ICOT ASSOCIATES LIMITED PARTNERSHIP, a Florida limited partnership, at the place designated in the foregoing Certificate of Limited Partnership, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192 of the Florida Statutes.

Date: _____

February 2, 2005



David S. Band

“REGISTERED AGENT”

STATE OF FLORIDA
COUNTY OF SARASOTA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

ICOT ASSOCIATES LIMITED PARTNERSHIP,
a Florida limited partnership

BEFORE ME, the undersigned Notary Public, personally appeared David S. Band, as President of Flamingo Consulting and Management, Inc., a Florida corporation, as managing general partner of ICOT ASSOCIATES LIMITED PARTNERSHIP, a Florida limited partnership, ("Partnership,") who, upon being duly sworn, certified as follows:

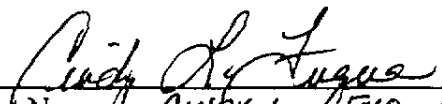
1. The amount of the capital contributions of the limited partners of the Partnership is: \$570,000.
2. The amount of additional capital contributions of the limited partners of the Partnership anticipated is: \$0.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

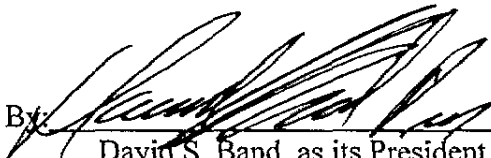
WITNESSES:

ICOT ASSOCIATES LIMITED
PARTNERSHIP, a Florida limited
partnership

By: Flamingo Consulting & Management,
Inc., a Florida corporation, as managing
general partner

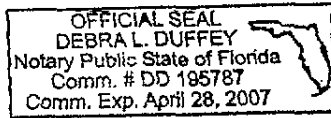

Print Name: CINDY L. FUQUA


Print Name: DEBRA L. DUFFEY

By: 
David S. Band, as its President

"MANAGING GENERAL PARTNER"

The foregoing instrument was acknowledged before me, this 2 day of February, 2005, by David S. Band, as President of Flamingo Consulting & Management, Inc., a Florida corporation, as managing general partner of ICOT Associates, LLLP, who is personally known to me and who did not take an oath.



Debra L. Duffey
Notary Public
Print Name DEBRA L. DUFFEY
My Commission Expires _____