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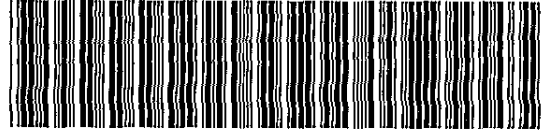
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DIVISION OF CORPORATE & FINANCIAL AFFAIRS
TALLAHASSEE, FLORIDA
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05 MAR 22 PM 2:28
SECRETARY OF STATE



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 270515 7143749

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 22, 2005

ORDER TIME : 9:40 AM

ORDER NO. : 270515-005

CUSTOMER NO: 7143749

CUSTOMER: Charles E. Muller, Esq
Muller & Lebensburger, P.a.

Suite 200
7385 Galloway Road
Miami, FL 33173

DOMESTIC FILING

NAME: H & H MORSE, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
H & H MORSE, LTD.**

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05 MAR 22 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes, hereby certifies and swears in this Certificate of Limited Partnership to the following:

1. NAME.

The name of the Limited Partnership is:

H & H MORSE, LTD.

2. REGISTERED AGENT.

The name and address of the Registered Agent for the Limited Partnership is:

Charles E. Muller II, Esq.
Muller & Lebensburger
7385 Galloway Road, Suite 200
Miami, Florida 33173

3. GENERAL PARTNER.

The name and business address of the general partner is as follows:

Highwinds Properties, L.L.C.
111 E. Fairbanks Avenue
Winter Park, Florida 32789

204060055600

4. MAILING ADDRESS AND PRINCIPAL ADDRESS.

The mailing and principal address of the Limited Partnership is as follows:

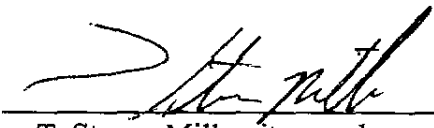
111 E. Fairbanks Avenue
Winter Park, Florida 32789

5. DISSOLUTION DATE.

The latest date upon which the Limited Partnership is to dissolve is February 28, 2035.

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited Partnership to be executed at Winter Park, Florida, this 14 day of March, 2005.

Highwinds Properties, L.L.C.
general partner

By: 
T. Steven Miller, its member, manager
and President

ACCEPTANCE

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment as registered agent for H & H MORSE, LTD., a Florida limited partnership, and accepts all obligations imposed on him as such under Florida law.

Executed this 21st day of March, 2005.



Charles E. Muller II

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05 MAR 22 PM 2:28
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TALLAHASSEE, FLORIDA

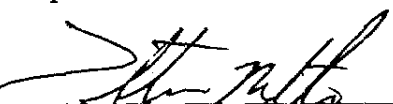
AFFIDAVIT

STATE OF FLORIDA)
) SS
COUNTY OF ORANGE)

The undersigned General Partner of H & H Morse, Ltd. (the "Limited Partnership"),
being duly sworn, deposes and says:

The total capital contributions of the limited partners of the Limited Partnership
through this date is \$0 and the anticipated future capital contributions of the limited partners to the
Limited Partnership is \$430,000.00.

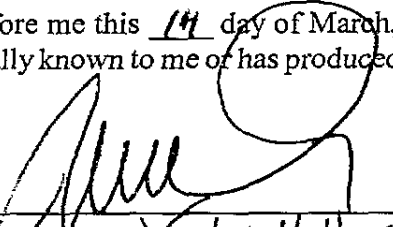
Highwinds Properties, L.L.C.,
general partner

By: 
T. Steven Miller, its member, manager
and President

STATE OF FLORIDA)
) SS
COUNTY OF ORANGE)

The foregoing instrument was signed before me this 14 day of March, 2005, by
T. Steven Miller, in the capacity indicated. He is personally known to me or has produced a Florida
driver's license as identification.

VICTORIA CRISSY MILLER
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD264902
EXPIRES 11/04/2007
BONDED THRU 1-888-NOTARY1


Name: Vicky Miller
Commission No.: DD264902
Notary Public
State of Florida at Large

My commission expires:

C:\Lisa\Miller\Steve\H&H Morse\CertifLtdPartnership-H&H Morse.wpd