

04/13/2005

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Florida Department of State
Division of Corporations
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FLORIDA LIMITED PARTNERSHIP

SARABAY ASSOCIATES, LTD.

* File First *

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$1,837.50

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4/13/2005 4:16:30 PM

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CERTIFICATE OF LIMITED PARTNERSHIP

SARABAY ASSOCIATES, LTD.,
a Florida limited partnership

04/13/05 13 A 749
TAMPA FLORIDA

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:

SARABAY ASSOCIATES, LTD.

2. The mailing address of the Partnership is:

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

3. The principal office address of the Partnership is:

240 South Pineapple Avenue
10th Floor
Sarasota, Florida 34236

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

David S. Band
240 South Pineapple Avenue
10th Floor
Sarasota, Florida 34236

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

David S. Band
240 South Pineapple Avenue
10th Floor
Sarasota, Florida 34236

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.

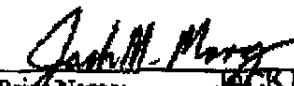
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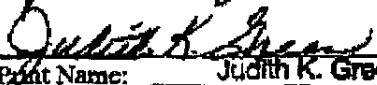
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The execution of this Certificate of Limited Partnership by the undersigned managing general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the undersigned managing general partner of SARABAY ASSOCIATES, LTD., a Florida limited partnership, this 13th day of April, 2005.

WITNESSES:


Print Name: JACK M. MAAG


Print Name: Judith K. Green


David S. Band

"MANAGING GENERAL PARTNER"

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FILED

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

SARABAY ASSOCIATES, LTD.,
a Florida limited partnership

APR 13 2005 7:49

STATE OF FLORIDA

Having been named to accept service of process for SARABAY ASSOCIATES, LTD., 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: _____

4/13/05

David S. Band

"REGISTERED AGENT"

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FILED

STATE OF FLORIDA
COUNTY OF SARASOTA

2005 APR 13 AM 7:49

AFFIDAVIT OF CAPITAL CONTRIBUTIONSSARABAY ASSOCIATES, LTD.,
a Florida limited partnership

BEFORE ME, the undersigned Notary Public, personally appeared the undersigned managing general partner of SARABAY ASSOCIATES, LTD., 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: \$8,000,000.00.
2. The amount of additional capital contributions of the limited partners of the Partnership anticipated is: \$0.

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

WITNESSES:

Jack M. Maag
Print Name: JACK M. MAAG

David S. Band
David S. Band

Judith K. Green
Print Name: Judith K. Green

"MANAGING GENERAL PARTNER"

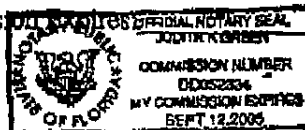
The foregoing instrument was acknowledged before me, this 13th day of April, 2005, by David S. Band, as managing general partner of SARABAY ASSOCIATES, LTD., a Florida limited partnership.

Judith K. Green
Notary Public
Judith K. Green

Print Name

My Commission Expires

Personally known ☒ (or) produced identification _____
Type of identification produced _____



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