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Fax Number : (850) 205-0383

From:

Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.
Account Number : 072720000266
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Fax Number : (941) 552-5559

FLORIDA LIMITED PARTNERSHIP

Executive Investment Associates, Ltd.

Certificate of Status	0
Certified Copy	1
Page Count	03-5
Estimated Charge	\$140.00

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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 18, 2005

EXECUTIVE INVESTMENT ASSOCIATES, LTD
3665 BEE RIDGE ROAD, SUITE 310
SARASOTA, FL 34233-6

SUBJECT: EXECUTIVE INVESTMENT ASSOCIATES, LTD.
REF: W05000019456

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.

The document must include the date of filing of its original registration with the Florida Department of State and its original registration number or a statement reflecting the partnership is not registered with the Florida Department of State.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist

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CERTIFICATE OF LIMITED PARTNERSHIP

THIS CERTIFICATE OF LIMITED PARTNERSHIP is filed with the Florida Department of State pursuant to Section 620.8902, Florida Statutes, in connection with the conversion of a general partnership to a limited partnership.

1. The name of the limited partnership (the "Partnership") is EXECUTIVE INVESTMENT ASSOCIATES, LTD.

2. The business address and mailing address of the Partnership is 3665 Bee Ridge Road, Suite 310, Sarasota, Florida 34233.

3. The names of the general partners of the Partnership are:

- a. ANINA CARRION MCSWEENEY, as Trustee u/a Anina Carrion McSweeney dated January 17, 2001
- b. DORA MARIA C. THOMAS
- c. JAIME R. CARRION

4. The address for each of the general partners is 3665 Bee Ridge Road, Suite 310, Sarasota, Florida 34233.

5. The name and street address of the registered agent for service of process on the Partnership in Florida is Anina C. McSweeney, 3665 Bee Ridge Road, Suite 310, Sarasota, Florida 34233.

6. The latest date upon which the Partnership is to be dissolved is December 1, 2099.

7. The Partnership is being converted from a general partnership to a limited partnership. The former name of the Partnership was Executive Investment Associates, LLP, a Florida general partnership having registration number GP0200000556, and was filed on April 8, 2002.

8. The number of votes cast by the general partners of Executive Investment Associates, LLP, a general partnership, for and against the conversion are as follows:

	<u>Number</u>	<u>Percentage</u>
For	4	100%
Against	0	0%

Executive Investment Associates, LLP, a general partnership, has no class of partners other than general partners.

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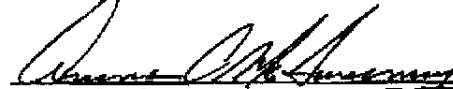
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9. The conversion shall take effect on the date this Certificate of Limited Partnership is filed.

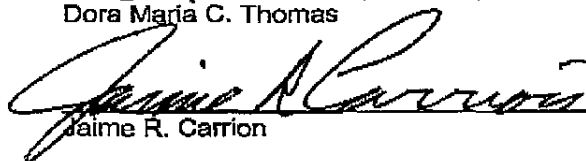
Under penalties of perjury, we declare that we have read the foregoing, and know the contents thereof, and that the facts stated herein are true and correct.

Signed this 21 day of MARCH 2005.

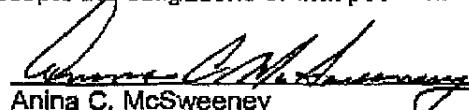
GENERAL PARTNERS:


Anina Carrion McSweeney, as Trustee u/a
Anina Carrion McSweeney dated January 17, 2001


Dora Maria C. Thomas


Jaime R. Carrion

The undersigned accepts appointment as registered agent of the Partnership and acknowledges that he is familiar with and accepts the obligations of that position.


Anina C. McSweeney
Registered Agent

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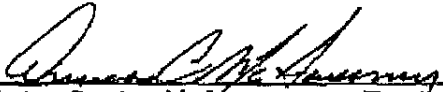
**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
EXECUTIVE INVESTMENT ASSOCIATES, LTD.**

The undersigned, being all the general partners of Executive Investment Associates, Ltd., a Florida limited partnership (the "Partnership"), certifies that no amount of capital is being contributed to the partnership by the limited partners effective as of the filing of the Certificate of Limited Partnership of the Partnership. No amount is anticipated to be contributed by the limited partners.

Signed this 21 day of MARCH 2005.

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

GENERAL PARTNERS:


Anina Carrion McSweeney, as Trustee ~~via~~
Anina Carrion McSweeney dated January 17, 2001


Dora Maria C. Thomas


Jaime R. Carrion

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