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TC  
\$ 3,693,369.39

**ADORNO & YOSS**  
A LIMITED LIABILITY PARTNERSHIP  
• 2525 PONCE DE LEON BLVD. SUITE 400  
MIAMI, FLORIDA 33134-6012  
PHONE: (305) 858-5555, FAX: (305) 858-4777  
WWW.ADORNO.COM

CHRISTINA RUSSO

DIRECT LINE: (305) 460-1468  
EMAIL: CRUSSO@ADORNO.COM

April 15, 2005

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

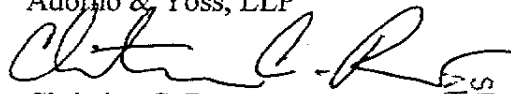
**Re: South Harbor Limited Partnership**

Ladies and Gentlemen:

Enclosed herein is the original Certificate of Limited Partnership on behalf of South Harbor Limited Partnership. Also enclosed please find this firm's check in the amount of \$1,846.25, to cover the requisite filing and certified copy fees for such filing. If you have any questions please call me at (305) 460-1468.

Sincerely,

Adorno & Yoss, LLP

  
Christina C. Russo

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**SOUTH HARBOR LIMITED PARTNERSHIP**  
a Florida Limited Partnership

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

**ARTICLE I - NAME**

The name of the limited partnership is:

South Harbor Limited Partnership (the "Partnership").

**ARTICLE II – BUSINESS AND MAILING ADDRESS**

The business address and the mailing address of the Partnership is 24 Dockside Lane, PMB 41, Key Largo, Florida 33037.

**ARTICLE III - REGISTERED AGENT AND REGISTERED ADDRESS**

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

Robert Macaulay  
2525 Ponce de Leon Blvd.  
Suite 400  
Miami, Florida 33134

**ARTICLE III - GENERAL PARTNER**

The names and street addresses of the General Partners are as follows:

Tarpon Creek Holdings, Inc.  
24 Dockside Lane  
PMB 41  
Key Largo, Florida 33037

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**ARTICLE IV – DISSOLUTION DATE OF PARTNERSHIP**

The latest date upon which the Limited Partnership is to be dissolved is December 31, 2054.

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IN WITNESS WHEREOF, the General Partners have caused this Certificate of Limited Partnership to be executed at Miami, Florida, this 14<sup>th</sup> day of April, 2005.

Tarpon Creek Holdings, Inc., General Partner

By: Jane W. Sims, President  
Jane W. Sims, President

**ACCEPTANCE BY REGISTERED AGENT**

Pursuant to Sections 620.105 and 620.192 of the Florida Statutes, the undersigned accepts appointment as Registered Agent for South Harbor Limited Partnership, a Florida limited partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 15<sup>th</sup> day of April, 2005.

Robert B. Macaulay  
Robert Macaulay

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TALLAHASSEE, FLORIDA

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

*The undersigned constituting all of the General Partners of South Harbor Limited Partnership, a Florida Limited Partnership, certifies:*

The amount of capital contributions to date of the limited partners is \$0.

The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$3,693,369.39.

Signed this 14<sup>th</sup> day of April, 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.*

Tarpon Creek Holdings, Inc., General Partner

By: \_\_\_\_\_

Jane W. Sims, President

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