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Broad and Cassel

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Division of Corporations

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DIVISION OF CORPORATIONS

FLORIDA LIMITED PARTNERSHIP

EDGEWATER CAPITAL, LTD.

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| Certificate of Status | 0 |
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THE INFORMATION CONTAINED IN THIS TRANSMISSION IS ATTORNEY-CLIENT PRIVILEGED AND CONFIDENTIAL. IT IS INTENDED FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPY OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
EDGEWATER CAPITAL, LTD.
a Florida limited partnership**

The undersigned general partner, desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is Edgewater Capital, Ltd. (the "Partnership").
2. The address of the office of the Partnership is 13081 SW 133rd Ct., Miami, Florida 33186
3. The name and address of the agent for service of process on the Partnership is Edgewater by the Bay GP, LLC, 13081 SW 133rd Ct., Miami, Florida 33186.
4. The name and business address of the general partner is as follows: Edgewater by the Bay GP, LLC, 13081 SW 133rd Ct., Miami, Florida 33186. L05-3202
5. The mailing address of the Partnership is 13081 SW 133rd Ct., Miami, Florida 33186.
6. The latest date upon which the Partnership will dissolve is December 31, 2030.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true. This Certificate of Limited Partnership has been executed by the General Partner of the Partnership this 12 day of July, 2005.

GENERAL PARTNER:

Edgewater by the Bay GP, LLC, a Florida
limited liability company, general partner

By: Perceptive Visions, LLC, its manager

By: 
Michael Cormier, Manager

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Edgewater Capital, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Edgewater by the Bay GP, LLC, a Florida
limited liability company, Registered Agent

By: Perceptive Visions, LLC, its manager

By: 
Michael Cormier, Manager

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Fax Audit Number: H05000168474 3**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned general partners of Edgewater Capital, Ltd., a Florida limited partnership, certify as follows:

FIRST: The amount of capital contributions to date of the limited partners is \$0.00.

SECOND: The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

Executed this 12th day of July, 2005.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNERS:

Edgewater by the Bay GP, LLC, a Florida limited liability company, general partner

By: Perceptive Visions, LLC, its manager

By: 
Michael Cormier, Manager

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