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Florida Department of State  
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DIVISION OF CORPORATION

## FLORIDA LIMITED PARTNERSHIP

Meritage Associates, Ltd.

Certificate of Status	0
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Page Count	04
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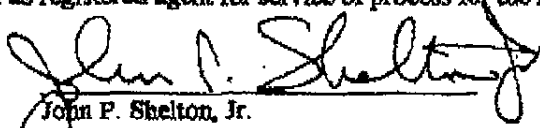
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A05-1469

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
MERITAGE ASSOCIATES, LTD.**

This Certificate of Limited Partnership (this "Certificate") has been executed in connection with the formation of a limited partnership (the "Partnership") pursuant to the Florida Revised Uniform Limited Partnership Act. The undersigned as the sole general partner (the "General Partner") of the Partnership certifies that:

1. Name: The name of the Partnership is Meritage Associates, Ltd.
2. Business Address: The business address of the Partnership is 4481 Legendary Drive, Suite 100, Destin, Florida 32541.
3. Registered Office and Registered Agent: The Partnership's registered office and registered agent are located at 4481 Legendary Drive, Suite 100, Destin, Florida 32541. The Partnership's registered agent is John P. Shelton, Jr. who by signing below accepts such designation as registered agent for service of process for the Partnership.  
  
John P. Shelton, Jr.
4. Mailing Address: The mailing address of the Partnership is 4481 Legendary Drive, Suite 100, Destin, Florida 32541.
5. Dissolution Date: The latest date upon which the Limited Partnership is to be dissolved is July 22, 2104.
6. General Partner: The name and mailing and business address of the General Partner of the Partnership is as follows:

Meritage Associates GP, LLC  
4481 Legendary Drive, Suite 100  
Destin, Florida 32541

65-73130

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JUL-22-2005 16:15

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Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct. Signed this 22nd day of July, 2005.

GENERAL PARTNER:

MERITAGE ASSOCIATES GP, LLC

By:

  
John P. Shelton, Jr., its manager

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

The undersigned as the sole general partner of Meritage Associates, Ltd., a Florida Limited Partnership, certifies that:

1. The amount of capital contributions to date of the limited partners is \$ 0.00
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 2,500,000.00

Signed this 22nd day of July, 2003.


FURTHER AFFIANT SAYETH NOT.

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

**GENERAL PARTNER:**

**MERITAGE ASSOCIATES GP, LLC**

By:

  
John P. Shelton, Jr., its manager