

Division of Corporations

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 Fax Number : (850)205-0383

From:

Account Name : BRENNAN, MANNA & DIAMOND, P.L.
 Account Number : I20040000104
 Phone : (904) 366-1500
 Fax Number : (904) 366-1501

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**CERTIFICATE OF LIMITED PARTNERSHIP AND
AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF
GREEN TURTLE INVESTMENT PARTNERS, LTD.**

This Certificate of Limited Partnership is made and entered into this 5 day of December, 2005, by and between THE GREEN TURTLE MANAGEMENT COMPANY, LLC, as the general partner (hereinafter, the "General Partner"), and the limited partners (hereinafter, the "Limited Partners"), whereby the parties hereto agree to form a limited partnership pursuant to Chapter 620 of the Florida Statutes and do hereby swear, affirm and certify as follows:

1. The name of the limited partnership is: **GREEN TURTLE INVESTMENT PARTNERS, LTD.** (the "Partnership").
2. The purpose of the Partnership is to engage in any lawful act or activity in which a partnership with or without limited partners may engage, including, without limitation, any and all phases of the business of owning, holding, managing, controlling, acquiring, purchasing, disposing of, or otherwise dealing in or with any interests or rights in any real or personal property, directly or through one or more other limited partnerships, limited liability companies or other entities or arrangements. The Partnership shall be entitled to make its investments within the State of Florida or within any other state which the General Partner deems appropriate.
3. The principal place of business and mailing address of the Partnership is: c/o Antariksha Kiri, 3030 Rivershore Lane, Port Charlotte, Florida 33953.
4. The name and business address of the General Partner is: **THE GREEN TURTLE MANAGEMENT COMPANY, LLC**, 3030 Rivershore Lane, Port Charlotte, Florida 33953. *605-110303*
5. The name and address of the agent for service of process for the Partnership shall be Brennan, Manna & Diamond, P.L., 76 South Laura Street, Suite 2110, Jacksonville, Florida 32202.
6. The Partnership's existence shall commence on the date the Certificate of Limited Partnership is filed with the Secretary of State of Florida and shall continue for fifty (50) years, unless sooner terminated by law or as provided in the Partnership Agreement.

Under the penalty of perjury, I declare that I have read the foregoing and acknowledge that the contents hereof and the facts stated herein are true and correct.

GENERAL PARTNER:

**THE GREEN TURTLE MANAGEMENT COMPANY
LLC**

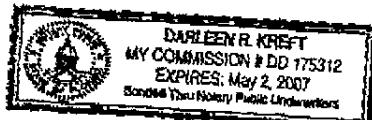
By: *Antariksha Kiri*
Name: Antariksha Kiri
Its: Manager

05 DEC 20 PM 3 24
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TALLAHASSEE FLORIDA
FILED

STATE OF FLORIDA)
COUNTY OF CHARLOTTE)

The foregoing Certificate of Limited Partnership was acknowledged before me this 5 day of December, 2005, by Antariksha Kiri, as Manager of The Green Turtle Management Company, LLC, [] who is personally known to me or [] who has produced FDL as identification, and who has acknowledged that he signed such instrument of his own free will.

Darleen R Kreft
Notary Public, State of Florida at Large Darleen R Kreft
Notary's printed or stamped name:
My commission expires:



ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated Partnership at the place designated in this Certificate of Limited Partnership, and being familiar with the duties and responsibilities of serving as registered agent for said Partnership, the undersigned hereby agrees to act in this capacity and to comply with the provisions of said laws.

BRENNAN, MANNA & DIAMOND, P.L.


Randal C. Fairbanks, Member

Schedule "A"
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)

COUNTY OF CHARLOTTE)

The undersigned constituting the General Partner of **GREEN TURTLE INVESTMENT PARTNERS, LTD.** hereby certifies:

The aggregate amount of capital contributions made to the Partnership to date totals \$250,000.00 and no additional contributions are currently anticipated.

Under the penalty of perjury, I declare that I have read the foregoing and acknowledge that the contents hereof and the facts stated herein are true and correct.

GENERAL PARTNER:

**THE GREEN TURTLE MANAGEMENT COMPANY,
LLC**

By: Antariksha Kiri
Name: Antariksha Kiri
Its: Manager

STATE OF FLORIDA)

COUNTY OF CHARLOTTE)

The foregoing Certificate of Limited Partnership was acknowledged before me this 5 day of December, 2005, by Antariksha Kiri, as Manager of The Green Turtle Management Company, LLC, [] who is personally known to me or [] who has produced FOL as identification, and who has acknowledged that he signed such instrument of his own free will.

Darleen R Kreft
Notary Public, State of Florida at Large
Notary's printed or stamped name:
My commission expires:

