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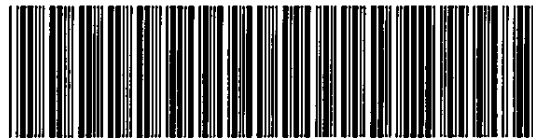
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TALLAHASSEE, FLORIDA

W06-42459 10-9
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 27, 2006

BURKE, BLUE, HUTCHISON & WALTERS, P.A.
221 MCKENZIE AVENUE
PANAMA CITY, FL 32401-0044

SUBJECT: EMERALD SHORE INVESTMENT LTD.
Ref. Number: W06000042459

We have received your document for EMERALD SHORE INVESTMENT LTD. and your check(s) totaling \$1008.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability limited partnership must have an active registration/filing on file with this office before this filing can be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 206A00057585

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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****ALSO ADMITTED IN NEW YORK
*****ALSO ADMITTED IN OHIO

October 5, 2006

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Re: *Emerald Shores Investment Ltd*
Our File Number E202-16365

Dear Florida Department of State:

Enclosed please find a copy of your letter dated September 27, 2006 along with return of the original Certificate of Limited Partnership. The general partner of the limited partnership has now been reinstated with your office. Please file the Certificate at your earliest convenience. Once the same has been filed, please return a Certificate of Status in the self addressed stamped envelope provided.

Should you have any questions or comments, please advise.

Very truly yours,

BURKE, BLUE, HUTCHISON & WALTERS, P.A.


Edward A. Hutchison, Jr., Esq.

EAH/kb
Enclosure

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 27, 2006

BURKE, BLUE, HUTCHISON & WALTERS, P.A.
221 MCKENZIE AVENUE
PANAMA CITY, FL 32401-0044

SUBJECT: EMERALD SHORE INVESTMENT LTD.
Ref. Number: W06000042459

E202-16365
received
10/3/06

COPY

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TALLAHASSEE, FLORIDA

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Marsha Thomas
Document Specialist

Letter Number: 206A00057585

**CERTIFICATE OF LIMITED PARTNERSHIP OF
EMERALD SHORES INVESTMENT LTD**
a Florida Limited Partnership

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited partnership Act (2004), hereby states:

1. The name of the Partnership is EMERALD SHORES INVESTMENT LTD.
2. The address of the registered office of the Partnership is 6874 Treves Way, Boynton Beach, Florida 33437.
3. The name and address of the agent for service of process on the Partnership is DAVID M. DWORKEN, 6874 Treves Way, Boynton Beach, Florida 33437.
4. The name and business address of the general partner is EMERALD SHORES OF PANAMA CITY BEACH, LLC, 344 Turkeyfoot Lake Road, West, Akron, Ohio 44319. LO4-64186
5. The mailing address of the Partnership is 344 Turkeyfoot Lake Road, West, Akron, Ohio 44319.
6. The latest date upon which the Partnership shall dissolve is July 31, 2007 unless extended as set forth in the Partnership Agreement.

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.

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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed
on behalf of the General Partner of EMERALD SHORES INVESTMENT LTD as of the 2nd
day of January, 2005.

GENERAL PARTNER:

EMERALD SHORES OF PANAMA
CITY BEACH, LLC, a Florida limited
liability company

By: BARRY SHAFFER, Manager

By: DAVID COREY, Manager

STATE OF OH
COUNTY OF Summit

The foregoing instrument was acknowledged before me this 20 day of July, 2004, by BARRY SHAFFER, who is personally known to me or who has produced _____ as identification and who did take an oath.

John Scaglione
Notary Public/ John Scaglione
Commission No.: 2004 RE6678
My Commission Expires: 8-8-09

[SEAL]



JOHN SCAGLIONE
RESIDENT SUMMIT COUNTY
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 8-8-2009

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NOTARY OF STATE
FLORIDA

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STATE OF OH
COUNTY OF Summit

The foregoing instrument was acknowledged before me this 20 day of July, 2004, by DAVID COREY, who is personally known to me or who has produced _____ as identification and who did take an oath.

John Scaglione
Notary Public/ John Scaglione
Commission No.: 8-8-2009
My Commission Expires: 2004 RE6678

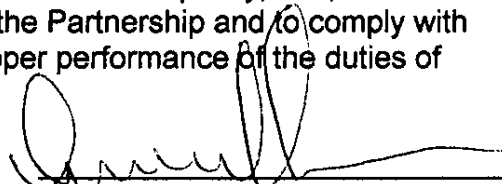
[SEAL]



JOHN SCAGLIONE
RESIDENT SUMMIT COUNTY
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 8-8-2009

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for EMERALD SHORES INVESTMENT LTD, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of register agent.



DAVID M. DWORKEN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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