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1/22/96 MON 15:42 FAX 813 229 1447

RUDNICK & WOLFE

0001

1/22/96 FLORIDA DIVISION OF CORPORATIONS 3:17 PM
PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS FROM: RUDNICK & WOLFE
DEPARTMENT OF STATE 101 E KENNEDY
STATE OF FLORIDA SUITE 2000
409 EAST GAINES STREET TAMPA FL 33602-00009-0000
TALLAHASSEE, FL 32399 CONTACT: JUDITH E COVEY
FAX: (904) 922-4000 PHONE: (813) 229-2111
FAX: (813) 229-1447
DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP

NAME: FOG WINTER LIMITED
FAX AUDIT NUMBER: H96000001051 CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/22/1996 TIME REQUESTED: 15:17:13
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 1
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$148.75 ACCOUNT NUMBER: 076424002364

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((H96000001051))

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
FOG WINTER LIMITED**

H96000001051
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96 JAN 22 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, intending to form a limited partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act ("Act"), hereby certifies as follows:

1. Name. The name of the limited partnership is:

FOG WINTER LIMITED

2. Initial Registered Office and Agent. The street address of the initial registered office of the limited partnership is c/o Rudnick & Wolfe, 101 E. Kennedy Boulevard, Suite 2000, Tampa, Florida 33602, and the name of its Registered Agent at such address is Michael A. Bedke.

3. Recordkeeping Office. The address of the office where the records of the limited partnership will be kept is:

1745 West Fletcher Avenue
Tampa, Florida 33612

4. General Partner. The name and business address of the general partner are:

Durbneck, Inc. - P93000006228
1745 West Fletcher Avenue
Tampa, Florida 33612

5. Mailing Address. The mailing address and principal place of business of the limited partnership is:

1745 West Fletcher Avenue
Tampa, Florida 33612

6. Dissolution. The latest date upon which the limited partnership is to dissolve is December 31, 2036.

Prepared By: Michael A. Bedke
Florida Bar #0434256
Rudnick & Wolfe
101 E. Kennedy Blvd., Ste. 2000
Tampa, FL 33602
(813) 229-2111

JEC1522 01/16/96

H96000001051

H96000001051

7. Execution and Authority. This Certificate of Limited Partnership is duly executed and is being filed with the Florida Department of State in accordance with Section 620.108 of the Act.

8. Affirmation. The execution of this Certificate by the undersigned General Partner constitutes an affirmation under penalties of perjury that the facts stated herein are true.

9. Effectiveness. This Certificate of Limited Partnership is effective upon its filing with the Florida Department of State.

IN WITNESS WHEREOF, as the General Partner of the limited partnership, the undersigned signs this Certificate as of January 19, 1996.

DURBNECK, INC., a
Florida corporation

By: 

Mark O. Hackner
President

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and designated to accept service of process for the above limited partnership at the place designated herein, I hereby agree to act in this capacity. I am familiar with and accept my obligations as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: January 22, 1996.


MICHAEL A. BEDKE

JEC1522 01/16/96

H96000001051

AFFIDAVIT OF CAPITAL CONTRIBUTION
OF
FOG WINTER LIMITED

H96000001051

STATE OF FLORIDA)
) SS.
COUNTY OF HILLSBOROUGH)

The undersigned, General Partner of FOG WINTER LIMITED, a Florida limited partnership, certifies that (i) the amount of capital contributions to date of the Limited Partners is \$99.00; and (ii) the total amount contributed and anticipated to be contributed by the Limited Partners at this time is \$99.00.

Dated January 19, 1996.DURBNECK, INC.,
a Florida corporation

By: _____

Mark O. Hackner
President

The foregoing Affidavit was acknowledged before me this 19 day of January, 1996, by MARK O. HACKNER as President of DURBNECK, INC., a Florida corporation, on behalf of the corporation as the General Partner of FOG WINTER LIMITED. He is personally known to me or produced a _____ as identification.

TAMANTHA L. SCHUMACHER
My Commission CC348843
Expires Feb. 06, 1998
Bonded by HAI
800-422-1555

Print Name: _____

Notary Public, State of Florida

Certificate No.: _____

My commission expires: _____

12/13/90 FRI 131 220 1447

RUDNICK & WOLFE

ENTER/SELECTION AND COVER SHEET DIVISION OF CORPORATIONS
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((H96000017496 6))

TO: DIVISION OF CORPORATIONS
FROM: RUDNICK & WOLFE
CONTACT: JUDITH E COVEY
PHONE: (813)229-2111

FAX #: (904)922-4000

ACCT#: 076424002364

FAX #: (813)229-1447

NAME: FOG WINTER LIMITED

AUDIT NUMBER.....H96000017496

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

CERT. OF STATUS...1

CERT. COPIES.....1

PAGES..... 1

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93 DEC 13 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/13/00 FRI 12:38 FAX 813 220 1447
DEC-13-00 FRI 11:02 AM (D. O. O. O. O. O. O. O.)

RUDNICKAWOLFE
FAX NO. 18139882882

P. 1 0002

1196000017496

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
FOG WINTER LTD.**


THE UNDERSIGNED, intending to amend the Certificate of Limited Partnership of FOG Winter, Ltd. (the "Partnership") pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act ("Act"), hereby certify as follows:

1. **Name.** The name of the limited partnership is:
FOG WINTER LTD.
2. **Date of filing Certificate of Limited Partnership.** The date of filing the Certificate of Limited Partnership was February 22, 1996.
3. **Assignment of General Partnership Interest.** Durbnack, Inc. (Florida Charter Number P93000006228) assigned all of its interest as General Partner to FOG General, Inc. E/k/a FOG 200, Inc. (Florida Charter Number P94000033157), whose mailing address is 1745 West Fletcher Avenue, Tampa, Florida 33612, resulting in Durbnack, Inc. withdrawing as a General Partner and FOG General, Inc. being admitted as a General Partner effective December 16, 1996. *P94000033157*
4. **Change of Partnership Name.** The name of the Partnership is changed to:
FOG PARTNERS TWO LIMITED
5. **Execution and Authority.** This Certificate of Limited Partnership is duly executed and is being filed with the Florida Department of State in accordance with Section 620.109 of the Act.
6. **Affirmation.** The execution of this Certificate by the undersigned General Partner constitutes an affirmation under penalties of perjury that the facts stated herein are true.
7. **Effectiveness.** This Certificate of Limited Partnership is effective upon its filing with the Florida Department of State.

IN WITNESS WHEREOF, as the General Partner of the limited partnership, the undersigned signs this Certificate as of December 12, 1996.


WITHDRAWING GENERAL PARTNER

DURBNECK, INC.,
a Florida corporation

By: 
Name: MARK D. HACKNER
Title: PRESIDENT

NEW GENERAL PARTNER

FOG GENERAL, INC.,
a Florida corporation

By: 
Name: MARK D. HACKNER
Title: PRESIDENT

Prepared by: John T. Diamandis
Florida Bar No. 0797677
Rudnick & Wolfe
101 E. Kennedy Blvd., Suite 2000
Tampa, Florida 33602
(813) 229-2111

H96000017496

FILED
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