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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: RUDNICK & WOLFE  
101 E KENNEDY  
SUITE 2000  
TAMPA FL 33602-0000  
CONTACT: JUDITH E COVEY  
PHONE: (813) 229-2111  
FAX: (813) 229-1447

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DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP

NAME: FOG JOANDY LIMITED  
FAX AUDIT NUMBER: H96000007099  
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CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
FOG JOANDY LIMITED

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

FOG Joandy, Inc. 1745 West Fletcher Avenue  
1745 West Fletcher Avenue  
Tampa, Florida 33612

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

1745 West Fletcher Avenue  
Tampa, Florida 33612

5. 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

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

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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 May 20, 1996.

FOG JOANDY, 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: May 20, 1996.

  
MICHAEL A. BEDKE

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**AFFIDAVIT OF CAPITAL CONTRIBUTION  
OF  
FOG JOANDY LIMITED**

STATE OF FLORIDA )  
 ) SS.  
COUNTY OF HILLSBOROUGH )

The undersigned, General Partner of FOG JOANDY 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 anticipated to be contributed by the Limited Partners at this time is \$99,00.

Dated 5/20, 1996.

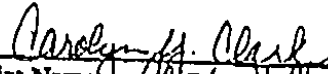
**FOG JOANDY, INC.,**  
a Florida corporation

By:   
Mark O. Hackner  
President

The foregoing Affidavit was acknowledged before me this 20<sup>th</sup> day of May, 1996, by MARK O. HACKNER as President of FOG JOANDY, INC., a Florida corporation, on behalf of the corporation as the General Partner of FOG JOANDY LIMITED. He is personally known to me or produced a \_\_\_\_\_ as identification.



CAROLYN Y. CLARK  
My Commission OGN30643  
Expires Feb. 08, 2001

  
Print Name: Carolyn Y. Clark  
Notary Public, State of Florida  
Certificate No.: 00-530565  
My commission expires: 2/6/00

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