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GUNSTER, YORKLEY

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TO, DIVISION OF CORPORATIONS

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FROM, GUNSTER, YORKLEY (FT LAUDERDALE)
CONTACT, MARY BLACKFORD CHERRY
PHONE, (407)858-8728

ACCT#, 878117888428

FAX #. (854)523-1722

NAME, PLANET OCEAN GROUP LIMITED

AUDIT NUMBER.....H88888813737

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....0

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Danielle DeVito-Hurley, Esq.
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
P.O. Box 14636
Ft. Lauderdale, FL 33302
(954) 468-1355

CERTIFICATE OF LIMITED PARTNERSHIP OF Florida Bar No.: 0063614
PLANET OCEAN GROUP LIMITED,
a Florida limited partnership

The undersigned general partners, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620.108, Florida Statutes, hereby certify the following:

1. Name of Partnership. The name of the Partnership is as follows:

PLANET OCEAN GROUP LIMITED

2. Address of Record Keeping Office. The address of the record keeping office of the Partnership in the State of Florida is as follows:

6818 NW 20th Avenue
Ft. Lauderdale, Florida 33309

3. Registered Office and Agent. The name and address of the agent for service of process on the Partnership is as follows:

Valdes-Fauli Corporate Services, Inc.
500 E. Broward Boulevard, Suite 1400
Ft. Lauderdale, Florida 33394

4. Name and Business Address of General Partner. The name and business address of each general partner is as follows:

PLANET OCEAN MANAGEMENT, INC. 6818 NW 20th Avenue
P96000058762 Ft. Lauderdale, Florida 33309

HEAVYWATER GROUP, LTD. 2870 Von Hamm Place
F96000004776 Honolulu, Hawaii 96813

5. Mailing Address. The mailing address of the Partnership is as follows:

6818 NW 20th Avenue
Ft. Lauderdale, Florida 33309

6. Latest Date Upon Which Partnership Is To Dissolve. The latest date upon which the Partnership is to dissolve is December 31, 2046.

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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the
general partners of PLANET OCEAN GROUP LIMITED this 21st day of August, 1996.

GENERAL PARTNER

**PLANET OCEAN MANAGEMENT, INC., a
Florida corporation**

By: 

Name: Bret Malden

Title: President

GENERAL PARTNER

**HEAVYWATER GROUP, LTD., a Hawaii
corporation**

By: 

Name: Randall K. Scholz

Title: President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared BRETT MALDEN, as President of PLANET OCEAN MANAGEMENT, INC., a Florida corporation, and RANDALL K. SCHMITT, as President of HEAVYWATER GROUP, LTD., a Hawaii corporation, general partners of PLANET OCEAN GROUP LIMITED, a Florida limited partnership, hereinafter referred to as the "Partnership," who certify as follows:

1. The total amount of capital contributions of the limited partners to the Partnership is One Thousand and No/100 (\$1,000.00) Dollars.
2. The limited partners do not anticipate making any additional capital contributions to the Partnership.

Executed this 21st day of August, 1996.

FURTHER AFFIANTS SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.


GENERAL PARTNER:

PLANET OCEAN MANAGEMENT, INC., a
Florida corporation

By: 
Name: Brett Malden
Title: President

GENERAL PARTNER:

HEAVYWATER GROUP, LTD., a Hawaii
corporation

By: 
Name: Randall K. Schmitt
Title: President

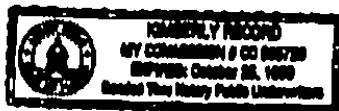
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STATE OF FLORIDA
COUNTY OF BROWARD

SWORN TO and subscribed before me this 21st day of September, 1996, by Brett Malden, as President of PLANET OCEAN MANAGEMENT, INC., a Florida corporation, who is personally known to me, or () produced _____ as identification.

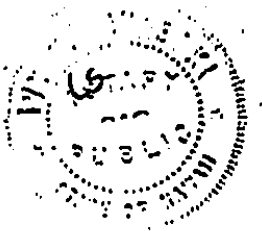


Kimberly Record
Notary Public

Kimberly Record
Printed Name of Notary

STATE OF HAWAII
COUNTY OF HONOLULU

SWORN TO and subscribed before me this 21st day of August, 1996, by Randall K. Schmitt, as President of HEAVYWATER GROUP, LTD., a Hawaii corporation, who is personally known to me, or () produced _____ as identification.



Ivy T. Miyasaki
Notary Public, State of Hawaii

Ivy T. Miyasaki
Printed Name of Notary

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for PLANET OCEAN GROUP LIMITED, a Florida Limited Partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Partnership and to comply with any and all Florida Statutes (specifically, Ch. 620.105) relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Valdes-Fauli Corporate Services, Inc.

By: 
Name: Michael G. Platner
Title: Vice President

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