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RUDNICK & WOLFE

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FROM: RUDNICK & WOLFE
CONTACT: JUDITH B COVEY
PHONE: (813)229-2111

ACCT#: 076424002364

FAX #: (813)229-1447

NAME: FOG BEACH LIMITED

AUDIT NUMBER.....H96000014947

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
FOG BEACH 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 BEACH 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 John T. Diamandis.

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

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

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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.

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.

Prepared By: John T. Diamandis
Florida Bar #0797677
Rudnick & Wolfe
101 E. Kennedy Blvd., Ste. 2000
Tampa, FL 33602
(813) 229-2111

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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 October 22, 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: 10/23/, 1996.


JOHN T. DIAMANDIS

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**AFFIDAVIT OF CAPITAL CONTRIBUTION
OF
FOG BEACH LIMITED**

STATE OF FLORIDA }
COUNTY OF HILLSBOROUGH } SS

The undersigned, General Partner of FOG BEACH 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 October 22, 1996.

DURBNECK, INC.
a Florida Corporation

By: _____

Mark O. Hackner
President

The foregoing Affidavit was acknowledged before me this 22nd day of October, 1996, by Mark O. Hackner, as President of DURBNECK, INC., a Florida corporation, on behalf of the corporation as the General Partner of FOG BEACH LIMITED. He is personally known to me or has produced _____ as identification.



TAMANTHA L. SCHUMACHER
My Commission OCS-68248
Expires Feb. 29, 1998
Bonded by HM
800-422-1885

(Notarial Seal)

Tamanta L. Schumacher
NOTARY PUBLIC

Printed Name: Tamanta L. Schumacher

State of Florida at Large:

Commission No.: _____

My Commission Expires: _____

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