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CONTACT: ROSE CARBONE

PHONE: (561)650-0726

FAX #: (561)655-5677

NAME: HORSE'S HEAD, LTD.

AUDIT NUMBER.....H97000020787

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0 PAGES..... 4

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
HORSE'S HEAD, LTD.,
a Florida limited partnership**

The undersigned general partner, 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 certifies the following:

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

Horse's Head, Ltd.

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

c/o Horse's Head, Inc.
One John's Island Drive
Vero Beach, Florida 32963

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

Helen E. Stone
One John's Island Drive
Vero Beach, Florida 32963

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

Horse's Head, Inc.

One John's Island Drive
Vero Beach, Florida 32963

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

c/o Horse's Head, Inc.
One John's Island Drive
Vero Beach, Florida 32963

James B. Bertles, Esq. (FL Bar#359254)
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
777 S. Flagler Drive, Suite 500 East
West Palm Beach, FL 33401
(561) 655-1980

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6. Latest Date Upon Which Partnership Is To Dissolve. The latest date upon which the Partnership is to dissolve is December 31, 2045.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by Charles M. Bayer, Jr., President of Horse's Head, Inc., as general partner of Horse's Head, Ltd.

Horse's Head, Inc., a Florida Corporation,
general partner of Horse's Head, Ltd., a
Florida limited partnership

By: Charles M. Bayer, Jr.
Charles M. Bayer, Jr.
Its: President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Horse's Head, Ltd., 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 relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

By: Helen E Stone
Helen E. Stone

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the Undersigned, personally appeared Charles M. Bayer, Jr., President of Horse's Head, Inc., a Florida corporation, general partner of Horse's Head, Ltd., a Florida limited partnership (the "Partnership"), who certifies as follows:

1. The total amount of capital contributions of the limited partners to the Partnership is \$10,000.
2. The limited partners do not anticipate making additional capital contributions to the Partnership.

This 11 day of December, 1997.

FURTHER AFFIANT SAITH 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.

Horse's Head, Inc., general partner of
Horse's Head, Ltd., a Florida limited
partnership

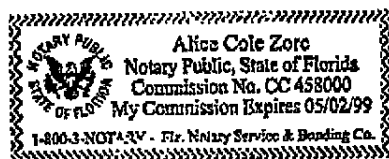
By: Charles M. Bayer, Jr.

Charles M. Bayer, Jr.
Its: President

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STATE OF FLORIDA)
)ss.
COUNTY OF Indian River)

The foregoing instrument was acknowledged before me this 11th day of December, 1997, by Charles M. Bayer, Jr., President of Horse's Head, Inc., a Florida corporation, general partner of Horse's Head, Ltd., a Florida limited partnership. The above-named individual [☒] is personally known to me, or [] has produced the following identification _____ which is current or has been issued within the past five years and bears a serial or other identifying number and did [did not] take an oath.



Alice Cole Zorc
Print Name: ALICE COLE ZORC
NOTARY PUBLIC
Commission Number: CC 458000