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FLORIDA DIVISION OF CORPORATIONS

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FROM: BURKE & BLUE, P.A.

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CONTACT: DONNA MILES OR DICK BERANEK

PHONE: (904)769-1414

FAX #: (904)784-0857

NAME: SILVER SANDS FACTORY STORES, LTD.

AUDIT NUMBER.....H97000020849

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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DIVISION OF CORPORATIONS

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CERTIFICATE OF LIMITED PARTNERSHIP OF

**SILVER SANDS FACTORY STORES, LTD.,
a Florida Limited Partnership**

1. The name of the Partnership is Silver Sands Factory Stores, Ltd.
2. The address of the office of the Partnership is 630 Grand Blvd., Suite 100, Destin, FL 32541.
3. The name and address of the agent for service of process on the Partnership are Rob Blue, Jr., Burke & Blue, P.A., 221 McKenzie Avenue, Panama City, FL, 32401.
4. The mailing address of the Partnership is 630 Grand Blvd., Suite 100, Destin, FL 32541.
5. The latest date upon which the Partnership shall dissolve is December 31, 2038.

6. Name of sole general partner: Street address:

Silver Sands Factory Stores
General Partner, Inc.

630 Grand Blvd., Suite 100
Destin, FL 32541

897-106333

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 18 day of December, 1997

Signatures of sole general partner:

SILVER SANDS FACTORY STORES
GENERAL PARTNER, INC.
a Florida corporation

BY: [Signature] Keith Howard, President

ROB BLUE, JR., ESQ.
Bar #0122450
221 McKenzie Avenue
Panama City, FL 32401
904-769-1414

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR
FLORIDA LIMITED PARTNERSHIP**

The undersigned on behalf of the sole general partner of Silver Sands Factory Stores, Ltd., a Florida limited partnership, upon being duly sworn, certifies as follows:

The amount of the capital contributions to date of the limited partners is \$990.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$990.00.

Signed this 18 day of December, 1997

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Silver Sands Factory Stores General
Partner, Inc.,
a Florida corporation

BY: J. Keith Howard, President

STATE OF FLORIDA
COUNTY OF WALTON

Sworn to and subscribed before me this 18th day of December, 1997, by J. Keith Howard, as President of Silver Sands Factory Stores General Partner, Inc. who is personally known to me.



Diana Jo Fauchaux
Notary Public
Commission expires: _____
Commission number: _____

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CONSENT

The undersigned President of Silver Sands Factory Stores, Inc., hereby consents to the use of the name "Silver Sands Factory Stores, Ltd., a Florida Limited Partnership

Dated 18 day of December, 1997.

SILVER SANDS FACTORY STORES,
INC., a Florida corporation


BY: J. Keith Howard, President

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TALLAHASSEE, FLORIDA

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