3/30/98

### FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

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DIVISION OF CORPORATIONS rO:

FAX #: (850)922-4000

FROM: RUDNICK & WOLFE

ACCT#: 076424002364

CONTACT: JUDITH E COVEY PHONE: (813)229-2111

FAX #: (813)229-1447

NAME: FOG PARTNERS EIGHT LIMITED

AUDIT NUMBER...... H98000006071

DOC TYPE......FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..1

PAGES.....

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## CERTIFICATE OF LIMITED PARTNERSHIP OF FOG PARTNERS EIGHT 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:

I Name. The name of the limited partnership is:

#### FOG PARTNERS EIGHT LIMITED

- 2. <u>Initial Registered Office and Agent</u>. 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. 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

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

FOG General Two, Inc. 1745 West Fletcher Avenue Tampa, Florida 33612

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5. <u>Mailing Address</u>. The mailing address and principal place of business of the limited partnership is:

1745 West Fletcher Avenue Tampa, Florida 33612

- 6. <u>Dissolution</u>. The latest date upon which the limited partnership is to dissolve is December 31, 2038.
- 7. <u>Execution and Authority</u>. This Certificate of Limited Partnership is duly executed and is being filed with the Florida Department of State in accordance with Section

Prepared By: John T. Diamandis Florida Bar #0797677 Rudnick & Wolfe 101 E. Kennedy Blvd., Ste. 2000 Tampa, FL 33602 (813) 229-2111 77139 03/25/98

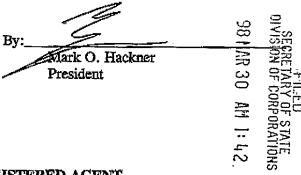
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620.108 of the Act.

- 8. <u>Affirmation</u>. 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. <u>Effectiveness</u>. 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 Mach 30, 1998.

FOG GENERAL TWO, INC., a Florida corporation



#### 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: March 30, 1998.

JOHN T. DIAMANDIS

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# AFFIDAVIT OF CAPITAL CONTRIBUTION OF FOG PARTNERS EIGHT LIMITED

STATE OF FLORIDA	) ) SS.	
COUNTY OF HILLSBOROUGH	)	
1:	rtner of FOG PARTNERS EIGHT LIMITED, a Florid the amount of capital contributions to date of the Limite amount contributed and anticipated to be contributed by the 0.	ᄺ
Dated March 30,	1998.	<b>-</b>
	FOG GENERAL TWO, INC., a Florida corporation	SECRETARY SECRETARY OF CO
•	3	중유는
		STA STA
	By: Nark O. Hackner ∾	2
President	,	Ωı
WARK O HACKNER as President	acknowledged before me this <b>W</b> day of <u>Morch</u> , 199 ent of FOG GENERAL TWO, INC., a Florida corporatio in the following seneral Partner of FOG PARTNERS EIGHT LIMITED. Enter a sidentification.	u,
	Down M totherty	
Down M Weitierby	Print Name: Dawn M. Wellergt	
+ My Commission CC898128	Notary Public, State of Florida  Certificate No.:	
Expires October 30, 2001	My commission expires:	