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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 766215 2352A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 2, 1998

ORDER TIME : 11:51 AM

ORDER NO. : 766215-005

CUSTOMER NO: 2352A

CUSTOMER: Jayne Brogan, Legal Asst
GRAY HARRIS & ROBINSON, P.A.

Suite 138
1800 W. Hibiscus Boulevard
Melbourne, FL 32901

400002478494--0
-04/03/98--01078--004
***1837.50 ***1837.50

DOMESTIC FILING

NAME: PROPERTIES, LTD.

TF

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

| | |
|-----------------|------------------------------|
| Name | 4/7/98 |
| Availability | DCC |
| Document | CERTIFIED COPY |
| Examiner | PLAIN STAMPED COPY |
| Updater | CERTIFICATE OF GOOD STANDING |
| Updater | DCC |
| Verifier | DCC |
| Acknowledgement | DCC |
| W. P. Verifier | DCC |

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -7 PM 1:16 98 APR -3 PM 1:15
DIVISION OF CORPORATION

2c
\$ 9,500,000.00

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 3, 1998

STACY EARNEST
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: TF PROPERTIES, LTD.
Ref. Number: W9800007510

We have received your document for TF PROPERTIES, LTD. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

ALSO, PLEASE NOTE that if the limited partner contributions to date total \$9,500,000.00, as indicated on the AFFIDAVIT, then the response to the second item cannot be "0". The second item asks for the "TOTAL AMOUNT CONTRIBUTED AND ANTICIPATED TO BE CONTRIBUTED." In this case, it would have to be at least \$9,500,000.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 798A00017931

CERTIFICATE OF LIMITED PARTNERSHIP

- 1. TFV PROPERTIES, LTD. (Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 4116 North Ocean Drive, Suite 700, Lauderdale-By-The-Sea, FL 33308 (Business address of Limited Partnership)
3. Philip F. Nohrr, Esquire (Name of Registered Agent for Service of Process)
4. 1800 W. Hibiscus Blvd., Suite 138, Melbourne, FL 32901 (Florida street address for Registered Agent)
5. [Signature] (Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 4116 North Ocean Drive, Suite 700, Lauderdale-By-The-Sea, FL 33308 (Mailing Address of the Limited Partnership)

- 7. This partnership was converted to a limited partnership from a partnership.
8. The former name of the partnership was "TF Properties".
9. There was a unanimous vote cast for the conversion by all of the partners of the partnership.
10. The conversion shall become effective on the date this certificate of limited partnership filed with the Florida Department of State.
11. The latest date upon which the Limited Partnership is to be dissolved is: 12/31/34.

12. Name(s) of general partner(s): Street Address:
TF VENTURES, INC., 4116 North Ocean Drive, Suite 700
a Florida corporation Lauderdale-By-The-Sea, FL 33308

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

Signed this 1st day of April, 1998.

Signature of all general partners:

TF VENTURES, INC.,
a Florida corporation
By: [Signature]
President

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

The undersigned constituting all of the general partners of TFV. PROPERTIES, LTD.,

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 9,500,000.00

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 9,500,000.00

Signed this 1st day of April, 19 98

FURTHER AFFIANT SAYETH NOT.

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

TF Ventures, Inc.,
a Florida corporation

By: 
General Partner

General Partner

General Partner

General Partner

General Partner

General Partner

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