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RUDNICK & WOLFE

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FROM: RUDNICK & WOLFE

ACCT#: 076424002364

CONTACT: JUDITH E COVEY

PHONE: (813)229-2111

FAX #: (813)229-1447

NAME: FOG PARTNERS NINE LIMITED

AUDIT NUMBER.....H98000007313

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..1

PAGES..... 3

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
FOG PARTNERS NINE 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 NINE 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. **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. **Mailing Address.** The mailing address and principal place of business of the limited partnership is:

1745 West Fletcher Avenue
Tampa, Florida 33612

6. **Dissolution.** The latest date upon which the limited partnership is to dissolve is December 31, 2038.

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.

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

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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with the Florida Department of State.

IN WITNESS WHEREOF, as the General Partner of the limited partnership, the undersigned signs this Certificate as of April 16, 1998.

FOG GENERAL TWO, 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: 4/17, 1998.


JOHN T. DIAMANDIS

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**AFFIDAVIT OF CAPITAL CONTRIBUTION
OF
FOG PARTNERS NINE LIMITED**

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STATE OF FLORIDA)
) SS.
COUNTY OF HILLSBOROUGH)

The undersigned, General Partner of FOG PARTNERS NINE 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 contributed and anticipated to be contributed by the Limited Partners at this time is \$99.00.

Dated April 16, 1998.


FOG GENERAL TWO, INC.,
a Florida corporation

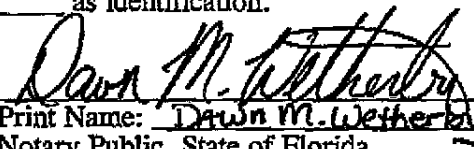
By: 

Mark O. Hackner

President

The foregoing Affidavit was acknowledged before me this 16th day of April, 1998, by MARK O. HACKNER as President of FOG GENERAL TWO, INC., a Florida corporation, on behalf of the corporation as the General Partner of FOG PARTNERS NINE LIMITED. He is personally known to me or produced a _____ as identification.

 Dawn M Wetherby
My Commission CC893128
Expires October 30, 2001


Print Name: Dawn M. Wetherby
Notary Public, State of Florida
Certificate No.: _____
My commission expires: _____

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