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JOHNSON BLAKELY

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN ACCT#:  
076666002140

CONTACT: TAMI LEE MEAGHER

PHONE: (813)461-1818

FAX #: (813)441-8617

SUB ACCT. NO. 39659.99222

NAME: HARP HOLDINGS, LTD.

AUDIT NUMBER.....H98000009758

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0 PAGES..... 3

CERT. COPIES.....1 DEL.METHOD.. FAX

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP OF  
HARP HOLDINGS, LTD.  
a Florida limited partnership**

The undersigned sole General Partner, desiring to form a limited partnership pursuant to the laws of the State of Florida, hereby states:

1. The name of the Partnership is HARP HOLDINGS, LTD.
2. The mailing address and address of the principal place of business of the Partnership are: 12808 U.S. Highway 19 North, Hudson, Florida 34667.
3. The name and address of the agent for service of process on the Partnership are:

Edward F. Mahoney  
12808 U.S. Highway 19 North  
Hudson, Florida 34667

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

*98-4676*  
Harp Holdings, Inc.  
12808 U.S. Highway 19 North  
Hudson, Florida 34667

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5. The latest date upon which the Partnership shall dissolve is December 31, 2038.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole General Partner of Harp Holdings, Ltd., this 14<sup>th</sup> day of May, 1998.

**GENERAL PARTNER:**

BY: Harp Holdings, Inc.,  
a Florida corporation

By:   
Edward F. Mahoney, President

Prepared by:  
Michael G. Little, Esquire  
911 Chestnut Street  
Clearwater, FL 33757  
(813) 461-1818  
FL Bar No. 861677

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.061, Harp Holdings, Ltd., desiring to organize under the laws of the State of Florida, hereby designates Edward F. Mahoney, located at 12808 U.S. Highway 19, North, Hudson, Florida 34667, as its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.061 relative to maintaining an office for the service of process.

  
Edward F. Mahoney

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority personally appeared Edward F. Mahoney, as President of Harp Holdings, Inc., a Florida corporation, as the sole general partner of Harp Holdings, Ltd., a Florida limited partnership, who upon being duly sworn, certified as follows:

1. The amount of current and anticipated capital contributions made by the limited partners to the Partnership, in the aggregate, is \$25,000.
2. Except as set forth in Paragraph 1, it is not anticipated that additional capital contributions will be made by the limited partners.

Harp Holdings, Inc.,  
a Florida corporation

By

*[Signature]*  
Edward F. Mahoney, President

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STATE  
TALLAHASSEE  
FLORIDA  
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STATE OF FLORIDA )

COUNTY OF PINELLAS )

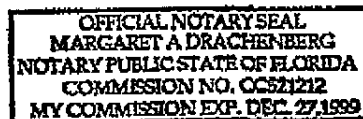
The foregoing instrument was acknowledged before me this 26th day of May, 1998, by Edward F. Mahoney, as President of Harp Holdings, Inc., the sole general partner of Harp Holdings, Ltd., a Florida limited partnership. Said individual is personally known to me; or has produced Florida Driver's License (type of identification) as identification.

*Margaret A. Drachenberg*  
(Signature of Notary Public)

*Margaret A. Drachenberg*  
(Print, Type or Stamp Commissioned  
Name of Notary Public)

Date of Expiration and Number

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