



THE UNITED STATES
CORPORATION
COMPANY

A98000002304

ACCOUNT NO. : 072100000032

REFERENCE : 986273 4381472

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 148.75

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 OCT -6 PM 1:53

ORDER DATE : October 6, 1998

ORDER TIME : 12:43 PM

ORDER NO. : 986273-005

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
BROAD AND CASSEL

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

700002656817--3

DOMESTIC FILING

NAME: SAN MARIN LIMITED PARTNERSHIP

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

BP 10/6/98

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DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SAN MARIN LIMITED PARTNERSHIP**

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Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of SAN MARIN LIMITED PARTNERSHIP (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be SAN MARIN LIMITED PARTNERSHIP (the "Partnership").

2. The address of the initial office where records shall be kept shall be 600 Cleveland Street, Suite 990, Clearwater, Florida 33755. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

3. The names and initial business addresses of the General Partners are:

SAN MARIN GENERAL CORP., a Florida corporation
600 Cleveland Street, Suite 990
Clearwater, Florida 33755

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WELLINGTON GENERAL CORP., a Florida corporation
600 Cleveland Street, Suite 990
Clearwater, Florida 33755

P98000084863

4. The initial mailing address of the limited partnership is 600 Cleveland Street, Suite 990, Clearwater, Florida 33755.

5. The latest date upon which the Partnership is to dissolve shall be December 31, 2048.

This Certificate has been executed by the undersigned as of the 2ND day of October, 1998.

GENERAL PARTNERS:

WELLINGTON GENERAL CORP., a
Florida corporation

By: Robert C. Laird
Robert C. Laird, President

SAN MARIN GENERAL CORP., a Florida
corporation

By: Robert C. Laird
Robert C. Laird, President

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for SAN MARIN LIMITED PARTNERSHIP, the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with its statutory obligations as such.

**B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC.,** a Florida corporation

By: _____

Randal M. Alligood, Vice President

Dated this 1st day of October, 1998.

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being all of the general partners of SAN MARIN LIMITED PARTNERSHIP, and being duly sworn do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of SAN MARIN LIMITED PARTNERSHIP, with the Florida Department of State, as required by Section 620.108, Florida Statutes:

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The amount of the capital contributions of the limited partners as of the date hereof is \$50.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNERS:

WELLINGTON GENERAL CORP., a
Florida corporation

By: Robert C. Laird
Robert C. Laird, President

SAN MARIN GENERAL CORP., a Florida
Corporation

By: Robert C. Laird
Robert C. Laird, President

Dated this 2nd day of October, 1998.

STATE OF FLORIDA,
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 2nd day of October, 1998, by Robert C. Laird, as President of each of Wellington General Corp., a Florida corporation, and San Marin General Corp., a Florida corporation. He is personally known to me or has produced Cal. I.D. as identification and who did/did not take an oath.

Alice M. Moran
(Signature of Notary Public)

Alice M. MORAN
(Typed name of Notary Public)

Notary Public, State of Florida

Commission No. _____

My commission expires _____

