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To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)
Account Number : 076117000420
Phone : (561) 650-0728
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FLORIDA LIMITED PARTNERSHIP

G.S.M. of Palm Beach, Ltd.

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
G.S.M. OF PALM BEACH, LTD.
a Florida limited partnership**

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620.108, Florida Statutes, hereby certifies the following:

1. Name of Partnership. The name of the Partnership is as follows:

G.S.M. of Palm Beach, Ltd.

2. Address of Record Keeping Office. The address of the record keeping office of the Partnership in the State of Florida is as follows:

4000 Okeechobee Boulevard
West Palm Beach, Florida 33409

3. Registered Office and Agent. The name and address of the agent for service of process on the Partnership is as follows:

Valdes-Fauli Corporate Services, Inc.
777 S. Flagler Drive, Suite 500E
West Palm Beach, Florida 33401

4. Name and Business Address of General Partner. The name and business address of the general partner is as follows:

G.S.M. of Palm Beach, Inc.
4000 Okeechobee Boulevard
West Palm Beach, Florida 33409

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5. Mailing Address. The mailing address of the Partnership is as follows:

4000 Okeechobee Boulevard
West Palm Beach, Florida 33409
Attn: Richard E. Bastin

Kenneth S. Beall, Jr., Esq.
FL BAR # 4518
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
777 S. Flagler Dr., Suite 500 East
West Palm Beach, FL 33401
(561) 655-1980

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6. Latest Date Upon Which Partnership Is To Dissolve. The latest date upon which the Partnership is to dissolve is January 1, 2050.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by Richard E. Bastin, President of G.S.M. of Palm Beach, Inc., this 24th day of November, 1998.

G.S.M. of Palm Beach, Inc., General
Partner of G.S.M. of Palm Beach, Ltd.

By: 
Richard E. Bastin
Its: President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for G.S.M. of Palm Beach, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Partnership and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

VALDES-FAULI CORPORATE
SERVICES, INC.

By:


Kenneth S. Beall, Jr., Vice President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the Undersigned, personally appeared Richard E. Bastin, President of G.S.M. of Palm Beach, Inc., a Florida corporation, general partner of G.S.M. of Palm Beach, Ltd. (the "Partnership"), who certifies as follows:

- 1. The total amount of capital contributions of the limited partners to the Partnership is \$ 7,000,000.00.
- 2. The limited partners do not anticipate making any additional capital contributions.

This 24th day of November, 1998.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

G.S.M. of Palm Beach, Inc., General Partner of G.S.M. of Palm Beach, Ltd.

By: [Signature]
Richard E. Bastin
Its: President

STATE OF FLORIDA)
)ss.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 24 day of November, 1998, by Richard E. Bastin, President of G.S.M. of Palm Beach, Inc., a Florida corporation, general partner of G.S.M. of Palm Beach, Ltd., a Florida limited partnership. The above-named individual [] is personally known to me, or [] has produced the following identification _____ which is current or has been issued within the past five years and bears a serial or other identifying number and did [did not] take an oath.

 ROSEMARY PERRY
My Comm Exp. 7/21/00
Bonded By Service Inc.
No. CC670973
 Personally Known Other I D

[Signature]
Print Name: ROSEMARY PERRY
NOTARY PUBLIC
Commission Number: 00570973