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CONTACT:

CINDY HICKS

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DATE:

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\*\*\*1846.25 \*\*\*1846.25

REF. #:

0182-6382

CORP. NAME:

Capital Growth of Jacksonville,  
LTD.

( ) ARTICLES OF INCORPORATION

( ) ARTICLES OF AMENDMENT

( ) ARTICLES OF DISSOLUTION

( ) ANNUAL REPORT

( ) TRADEMARK/SERVICE MARK

( ) FICTITIOUS NAME

( ) CERT. OF AUTHORITY

☒ LIMITED PARTNERSHIP

( ) LIMITED LIABILITY

( ) REINSTATEMENT

( ) MERGER

( ) WITHDRAWAL

( ) CERTIFICATE OF CANCELLATION ( ) UCC-1

( ) UCC-3

( ) OTHER:

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DIVISION OF CORPORATIONS  
99 APR 14 PM 2:55

STATE FEES PREPAID WITH CHECK# 4681 FOR \$ 1846.25

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

☒ CERTIFIED COPY

☒ CERTIFICATE OF STATUS

( ) PLAIN STAMPED COPY

Examiner's Initials

RECEIVED  
99 APR 14 AM 10:31  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

BK  
4/14/99

**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**CAPITAL GROWTH OF JACKSONVILLE, LTD.**

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CG of Jacksonville, LLC, the sole General Partner of Capital Growth of Jacksonville, Ltd., a Florida limited partnership, does hereby execute this Certificate of Limited Partnership pursuant to the provisions of Section 620.108, Florida Statutes.

1. The name of the Limited Partnership shall be Capital Growth of Jacksonville, Ltd.
2. The name and address of the Partnership's agent for service of process required to be maintained by Section 620.105, Florida Statutes, is RAX Co., 50 North Laura Street, Suite 3300, Jacksonville, Florida 32202.  
L99000000 2129  
CG OF JACKSONVILLE, LLC
3. The name and business address of the sole General Partner is c/o J.S. Karlton, 75 Holly Hill Lane, Suite 300, Greenwich, Connecticut 06830. This is also the address of the office at which the records required by Section 620.106 are maintained.
4. The mailing address for the Limited Partnership is c/o J.S. Karlton, 75 Holly Hill Lane, Suite 300, Greenwich, Connecticut 06830.

The latest date upon which the Limited Partnership is to dissolve is 5:00 p.m. on December 31, 2030.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership as of the 9<sup>th</sup> day of April, 1999.

CG OF JACKSONVILLE, LLC,  
General Partner

By: \_\_\_\_\_

  
James Psaki, Executive Vice President  
of J.S. Karlton Company of Florida, Inc.,  
a member

Prepared by:  
Halcyon E. Skinner, Esq.  
McGuire, Woods, Battle & Boothe LLP  
Post Office Box 4099  
Jacksonville, Florida 32201  
(904) 798-3200  
Florida Bar No. 0169598

**AFFIDAVIT OF LIMITED PARTNER CONTRIBUTIONS**

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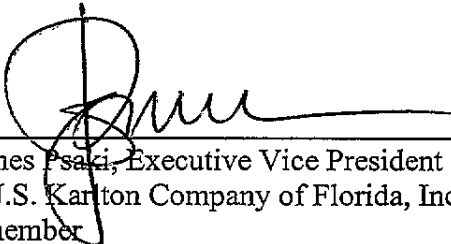
The undersigned, duly authorized on behalf of CG of Jacksonville, LLC, the sole general partner of Capital Growth of Jacksonville, Ltd., pursuant to Florida Statutes Section 620.108, hereby affirms the following:

1. The total anticipated capital contribution by the Limited Partners is \$3,700,000 in cash.

2. The total initial capital contribution by the Limited Partners of Capital Growth of Jacksonville, Ltd., is \$1,000.

CG OF JACKSONVILLE, LLC

By: \_\_\_\_\_

  
James Psaki, Executive Vice President  
of J.S. Kardon Company of Florida, Inc.,  
a member

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as statutory registered agent for Capital Growth of Jacksonville, Ltd. (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned hereby agrees to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

RAX CO.

By: \_\_\_\_\_

HALCYON E. SKINNER, President

DATED: April 9, 1999

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