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ACCOUNT NO. : 072100000032 REFERENCE : 322477 7103152 AUTHORIZATION: ORDER DATE : July 28, 1999 ORDER TIME : 1:59 PM ORDER NO. : 322477-005 600002944246--CUSTOMER NO: 7103152 CUSTOMER: Harold J. Webre, Esq GOODLETTE COLEMAN & JOHNSON, GOODLETTE COLEMAN & JOHNSON, Suite 300 4001 Tamiami Trail North Naples, FL 34103 DOMESTIC FILING U.S. CAPITAL PARTNERS I., LTD. EFFECTIVE DATE: _ ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING CONTACT PERSON: Angie Glisar EXAMINER'S INITIALS:

> DK 7/28/99

CERTIFICATE OF LIMITED PARTNERSHIP

	· · · · · · · · · · · · · · · · · · ·
1. U.S. Capital Partners I., Lt	suffix such as "Limited","Ltd.", or "Limited Partnership") 265, Naples, FL 34103
(Ivalic of Limited 1 at all 11 at 11	٠ ۶٠ بې چې
2 4001 Tamiami Trail N., Suite	265, Naples, FL 34103
(Business addre	ess of Limited Partnership)
	•
3. Euro-American Consulting, Inc. (Name of Registered	a. a Floirda corporation i Agent for Service of Process)
(Hante of Nogustee	, ,
4. 4001 Tamiami Trail N., Suite	e 265, Naples, FL 34103
4. 4001 familiant first N., but street ad	dress for Registered Agent)
	- Progradent
5. ————————————————————————————————————	designation as Registered Agent for Service of Process)
(Registered Agent must sign here to accept to	<u> </u>
6. 4001 Tamiami Trail N., Suit	e 265, Naples, FL 34103
6. 4001 Tamilami Trail N., Bure (Mailing Address	s of the Limited Partnership)
8. Name(s) of general partner(s): Gulf Shore Investments, Inc., a Florida corporation [93000] 40415	Street address: 4001 Tamiami Trail N., Suite 265 Naples, FL 34103
contents thereof and that the facts stated	
Signed this 27th day of	<u>July</u> , 19 99
Signature of all general partners:	Gulf Shore Investments, Inc., a Florida corporation
	By: , its President Rainer Filthaut General Partner
General Partner	Rainer Filthaut General Partner
General Partner	General Partner
General Partner	General Partner

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIP



The undersigned constituting all of the general p	cartners of U.S. Capital Partners I., Ltd.
a Florida Limited Partnership, certify:	
The amount of capital contributions to date of the	e limited partners is \$ 1,000.00
The total amount contributed and anticipated to b totals \$_1,000.00	e contributed by the limited partners at this time
Signed this 27th day ofJuly	
FURTHER AFFIANT SAYETH NOT.	- A
Under the penalties of perjury I (we) declare that contents thereof and that the facts stated herein a	
Gulf Shore Investments, Inc., a Florida corporation	
General Partner	General Partner
General Partner	General Partner
General Partner	General Partner