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Morgan, Lewis
& Bockius LLP
COUNSELORS AT LAW

AA900000 1606

September 20, 1999

FEDERAL EXPRESS
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-09/21/99--01060--002
***1785.00 ***1785.00

Re: Certificate of Limited Partnership and
Affidavit of Capital Contributions for Florida Limited Partner

Dear Sir/Madam:

Enclosed herewith please find an original signed Certificate of Limited Partnership and Affidavit of Capital Contributions for Florida Limited Partnership for Horizon Fund, L.P., a Florida Limited Partnership. We also enclose our check in the amount of \$1785.00 for filing made payable to the Department of State. We ask that you return a stamped filed copy of the enclosed documents to us in the enclosed Federal Express envelope which we have provided for your convenience.

Should you have any questions, please contact me.

Sincerely,

Vicki Jacqmeir
Vicki Jacqmeir
Document Clerk

Enclosures

00789/00507/00611/00671

1-ML/347887.1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~22153~~

10-1-99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 24, 1999

VICKI JACQMEIN
MORGAN, LEWIS & BOCKIUS LLP
200 S. BISCAYNE BLVD., 500 FIRST UNION F
MIAMI, FL 33131-2339

SUBJECT: HORIZON FUND, L.P.
Ref. Number: W99000022153

We have received your document for HORIZON FUND, L.P. and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 599A00046930

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TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

1. Horizon Fund, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

2. 772 Ridgewood Road, Key Biscayne Florida 33149
(Business address of Limited Partnership)

3. John S. Fletcher, Esq.
(Name of Registered Agent for Service of Process)

4. c/o Morgan, Lewis & Bockius LLP 200 South Biscayne Blvd., Suite 5300, Miami, FL 33131
(Florida street address for Registered Agent)

5. *John S. Fletcher*
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. 772 Ridgewood Road, Key Biscayne, Florida 33149
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 9/16/09

8. Name(s) of general partner(s): _____ Street address: _____

D. John Devaney 772 Ridgewood Road, Key Biscayne, FL 33149

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 16th day of September 19 99

Signature of all general partners:

D. John Devaney
General Partner

General Partner

General Partner

General Partner

General Partner

General Partner

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of Horizon Fund, Ltd., a Florida Limited Partnership, certify:

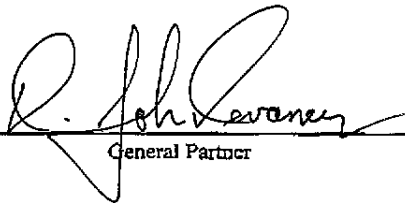
The amount of capital contributions to date of the limited partners is \$ 500,000.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$5,000,000.

Signed this 16th day of September, 19 99.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.


General Partner

General Partner

General Partner

General Partner

General Partner

General Partner

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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