



THE UNITED STATES
CORPORATION
COMPANY

A99000002204

ACCOUNT NO. : 072100000032

REFERENCE : 527561 7103152

AUTHORIZATION :

COST LIMIT : \$ 665.00

Patricia Pizit

ORDER DATE : December 23, 1999

ORDER TIME : 10:15 AM

ORDER NO. : 527561-005

CUSTOMER NO: 7103152

CUSTOMER: Harold J. Webre, Esq
GOODLETTE COLEMAN & JOHNSON,
GOODLETTE COLEMAN & JOHNSON,
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

400003079154--1

DOMESTIC FILING

NAME: DIAG INVESTMENT II, LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

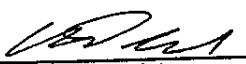
EXAMINER'S INITIALS:

12/23

A99-2204

FILED
99 DEC 23 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
99 DEC 23 AM 11:28
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

1. DIAG INVESTMENT II., LTD.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 4001 Tamiami Trail N., Suite 265, Naples, FL 34103
(Business address of Limited Partnership)
3. Coconut Management, Inc., a Florida corporation
(Name of Registered Agent for Service of Process)
4. 4001 Tamiami Trail N., Suite 265, Naples, FL 34103
(Florida street address for Registered Agent)
5.  -- Rainer N. Filthaut, its Vice President
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 4001 Tamiami Trail N., Suite 265, Naples, FL 34103
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2026

8. Name(s) of general partner(s):
Coconut Management, Inc., a
Florida corporation

Street address:
4001 Tamiami Trail N., Suite 265
Naples, FL 34103

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 22nd day of December, 19 99

Signature of all general partners:

Coconut Management, Inc., a
Florida corporation

By: 

General Partner

Rainer N. Filthaut, its Vice President

General Partner

General Partner

General Partner

General Partner

General Partner

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

The undersigned constituting all of the general partners of DIAG INVESTMENT II., LTD.

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 90,000.00

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 90,000.00

Signed this 22nd day of December, 1999

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.*

Coconut Management, Inc., a
Florida corporation

By: [Signature]
General Partner
Rainer N. Filthaut, its Vice President

General Partner

General Partner

General Partner

General Partner

General Partner

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TALLAHASSEE, FLORIDA