

(THU) 12. 30' 99 15:17/ST. 15:17/NO. 4260823543 P.

Katherine Harris, Secretary of State

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Division of Corporations
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Account Number : 072720000061
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FLORIDA LIMITED PARTNERSHIP

SAH HOLDINGS, LTD.

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$1,793.75

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12/30/99

FROM

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SAH HOLDINGS, LTD.

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned hereby executes and files with the Secretary of the State of Florida this Certificate of Limited Partnership of SAH HOLDINGS, LTD. (the "Partnership") pursuant to the provisions of Florida Statutes § 620.108 for the purposes of forming a limited partnership under the laws of the State of Florida, effective as of the date of filing of this Certificate of Limited Partnership in the offices of the Secretary of State, State of Florida.

1. Name of Limited Partnership.

The name of the limited partnership is "SAH HOLDINGS, LTD."

2. Name and Address of Registered Agent.

The registered agent for service of process is: J.D. Clinton, and his address is:

400 5th Avenue South

Suite 205

Naples, Florida 34102

3. Name and Address of General Partner.

The name and business address of the General Partner of the Partnership is:

Gatehouse Equity Management, Inc.

111 South Washington Street

Brownsville, Tennessee 38012

4. Principal Office.

The principal office of the Partnership is:

400 5th Avenue South

Suite 205

Naples, Florida 34102

5. Mailing Address.

The mailing address of the Partnership is:

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Vitauts M. Gulbis, Esquire

Florida Bar # 731129

Foley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, FL 33602

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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400 5th Avenue South

Suite 205

Naples, Florida 34102

6. Termination.

The latest date on which the Partnership is to dissolve is December 31, 2017.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of the Partnership this 30th day of December, 1999.

GATEHOUSE EQUITY MANAGEMENT,
INC, a Tennessee corporation

By: 

Dan Jackson, President

ACCEPTANCE OF APPOINTMENT BY INITIAL REGISTERED AGENT

The undersigned, a resident of the State of Florida, having been named in the foregoing Certificate of Limited Partnership as the initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with and hereby accepts the obligations of registered agent provided for under Florida Statutes § 620.192, and the undersigned will further comply with any other provisions of law made applicable to him as the registered agent of the Partnership.

Dated this 20th day of December, 1999.



J.D. Clinton

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FROM

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AFFIDAVIT OF AMOUNT OF CAPITAL CONTRIBUTIONS

TO

SAH HOLDINGS, LTD.

STATE OF TENNESSEE

COUNTY OF DAVIDSON

The undersigned, as President of Gatehouse Equity Management, Inc., a Tennessee corporation, the General Partner of SAH HOLDINGS, LTD., a Florida limited partnership, hereby declares as follows:

1 The amount of the capital contributions of the limited partners as of the date hereof is \$100.

2 The amount of the capital contributions anticipated to be made by the Limited Partners is \$3,704,000.

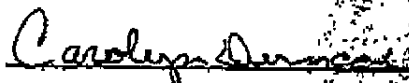
3 This affidavit is executed by the undersigned as President of Gatehouse Equity Management, Inc., the general partner of SAH Holdings, Ltd.



Dan Jackson

Sworn and subscribed before me this 28 day of December, 1999

My Commission Expires:



Notary Public

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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