

# THE KOHN PARTNERSHIP, L.P.

Attorneys and Counselors at Law

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OF COUNSEL:  
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\*Admitted Missouri Bar  
+Admitted Illinois Bar  
#Admitted Arizona Bar

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August 23, 1999

## VIA FEDERAL EXPRESS

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

400002976974--8  
-09/02/99--01055--003  
\*\*\*\*\*980.00 \*\*\*\*\*78.75

To Whom It May Concern:

Enclosed for filing are duplicate originals of Certificate of Limited Partnership for the following partnerships:

1. Florida I Blue Mist Limited Partnership
2. Florida II Blue Mist Limited Partnership
3. MainSail Investments Limited Partnership
4. Mountain One Ventures Limited Partnership
5. Mountain Two Ventures Limited Partnership

Also enclosed for filing are duplicate originals of Articles of Incorporation for the following corporations:

1. Blue Mist Management, Inc.
2. Manhattan Management, Inc.
3. Florida Master Mind, Inc.

Please return a certified copy of the Certificates to the undersigned. Also enclosed is a check in the amount of \$980.00 in payment of the filing, registered agent, and certified fees.

Very truly yours,

THE KOHN PARTNERSHIP, L.P.

By:

*Lynne Hullinger*  
Lynne Hullinger  
Trust and Billing Coordinator

FF \$ 70.00  
CC 8.75  
OP 43.75

FILED

99 SEP -2 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32300

**FILED**  
99 SEP -2 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BLUE MIST MANAGEMENT, INC.  
(To Be Submitted in Duplicate)**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Law, hereby adopts the following Articles of Incorporation:

**ARTICLE ONE**

The name of the corporation shall be BLUE MIST MANAGEMENT, INC.

**ARTICLE TWO**

The principal place of business and mailing address of the corporation 3404 Wake Forest Road, Suite 201, Raleigh, North Carolina 27609.

**ARTICLE THREE**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000).

**ARTICLE FOUR**

The address, including street and number, of the corporation's initial registered office in this state is 6033 34th Street W., #56, Bradenton, Florida 34205, and the name of its initial agent at such address is Susan K. Turner.

**ARTICLE FIVE**

The name and address of the incorporator is as follows:

Lewis H. Stocks, III  
3404 Wake Forest Road, Suite 201, Raleigh, North Carolina 27609

IN WITNESS WHEREOF, these Articles of Incorporation have been signed on August 24, 1999.

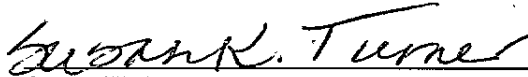


Lewis H. Stocks, III

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above states corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATE: August 24, 1999

  
Susan K. Turner

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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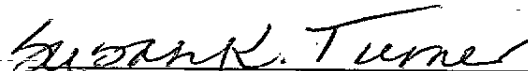


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