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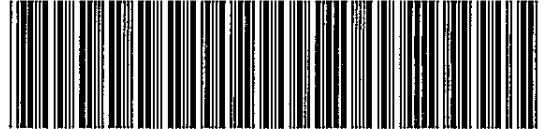
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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SECRETARY OF STATE
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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

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DIVISION OF CORPORATION

December 5, 2002

EMPIRE

SUBJECT: SCHERER REALTY, LTD
Ref. Number: W02000034230

We have received your document for SCHERER REALTY, LTD and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered agent must be at a Florida street address.

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) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 802A00064721

Charter Number Only _____

VALIDATION ONLY

Toscher Gutter Chaves
Requestor's Name
2101 Corporate Blvd # 107
Address
Boca Raton, FL 33431
City State Zip Phone
561-998-7847

CORPORATION(S) NAME

Scherer Realty, LTD

- | | | |
|---|--|---|
| ☐ Profit | ☐ Amendment | ☐ Merger |
| ☐ NonProfit | ☐ Dissolution | ☐ Mark |
| ☐ Foreign | ☐ Annual Report | ☐ Other |
| ☒ Limited Partnership | ☐ Reservation | ☐ Change of Registered Agent |
| ☐ Reinstatement | ☐ Photo Copies | ☐ Certificate Under Seal |
| ☐ Certified Copy | ☐ Call When Ready | ☐ Call If Problem |
| ☐ Call When Ready | ☐ After 4:30 | ☐ Mail Out |
| ☒ Walk In | ☐ Will Wait | ☒ Pick Up |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SCHERER REALTY, LTD.**

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes, does hereby certify and swear in this Certificate of Limited Partnership to the following:

1. NAME AND PRINCIPAL PLACE OF BUSINESS.

The name of the Limited Partnership and the address of its principal office is:

Scherer Realty, Ltd.
c/o William R. Scherer, P.A.
P.O. Box 14723
Ft. Lauderdale, FL 33302

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DEC-9 PM 10:03

2. REGISTERED AGENT.

The name and address of the Registered Agent for the Limited Partnership is:

William R. Scherer, P.A.
633 S. Federal Highway
Ft. Lauderdale, FL 33301

3. GENERAL PARTNER.

The name and business address of the general partner are as follows:

William R. Scherer
c/o William R. Scherer, P.A.
P.O. Box 14723
Ft. Lauderdale, FL 33302

4. EFFECTIVE DATE. This Limited Partnership shall be effective on the date of filing hereof.

RICHARD A. JOSEPH, Esq.
Florida Bar No. 251852
GUTTER, JOSEPH & RUFFIN P.A.
100 W. Cypress Creek Road, Suite 900
Ft. Lauderdale, Florida 33309
Telephone: (954) 938-4555

5. STATEMENT OF CONVERSION REQUIRED UNDER F.S. § 620.8902.

A. This statement of conversion is pursuant to Florida Statutes §620.8902.

B. This limited partnership is being converted to a limited partnership from a general partnership as described in Florida Statutes §620.8902, and the following is set forth in accordance therewith.

1. The former name of the partnership was Scherer Realty Partnership (Florida Registration # GP0200002209), and was a general partnership (the "Partnership").
2. Each of the partners of the Partnership voted to approve the terms and conditions of the conversion of the former Partnership to this limited partnership.

C. This conversion is to take effect immediately upon the effective date of the filing of this Certificate of Limited Partnership.

5. MAILING ADDRESS.

The mailing address and the principal place of business address of the Limited Partnership, which are the same, is:

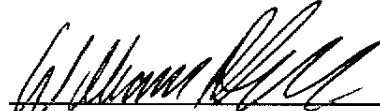
c/o William R. Scherer, P.A.
P.O. Box 14723
Ft. Lauderdale, FL 33302

6. DISSOLUTION DATE.

The latest date upon which the Limited Partnership is to dissolve is December 31, 2050.

IN WITNESS WHEREOF, the General Partner has executed this Certificate of Limited Partnership at Ft. Lauderdale, Florida, this 22nd day of November, 2002.

GENERAL PARTNER



William R. Scherer, individually

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SECRETARY OF STATE
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AFFIDAVIT

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

William R. Scherer, the General Partner of. Scherer Realty, Ltd. ("Limited Partnership"),
being duly sworn, deposes and says:

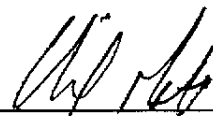
The total capital contributions of all of the partners is approximately \$5,000,000 and the
amount of anticipated future contributions is estimated to be not greater than \$15,000,000
for a total anticipated capital of \$20,000,000.



William R. Scherer,
General Partner

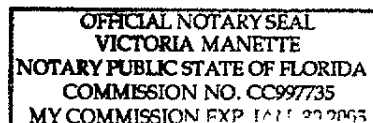
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

ON THIS 22nd day of November, 2002, before me personally
appeared William R. Scherer, who is personally known to me, or who produced _____ as
identification, to be the person who executed the foregoing instrument, and who did take an oath.



NOTARY PUBLIC
Name of Notary: Victoria Manette

Commission expires:



ACCEPTANCE

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment as registered agent for Scherer Realty, Ltd., a Florida limited partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 20th day of November, 2002.

William R. Scherer, P.A.
633 S. Ferderal Highway
Ft. Lauderdale, FL 33301

By: _____


William R. Scherer, President