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TALLAHASSEE, FLORIDA

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SPIEGEL & UTRERA, P.A.

(Requestor's Name)

1840 SOUTHWEST 22 STREET, 4TH FLOOR

MIAMI, FL 33145 - (305) 854-6000

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STATE OF FLORIDA
TALLAHASSEE

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BANYAN BREEZE, LTD.
(Corporation Name) _____ (Document #) _____
2. _____
(Corporation Name) _____ (Document #) _____
3. _____
(Corporation Name) _____ (Document #) _____
4. _____
(Corporation Name) _____ (Document #) _____

Walk-In Pick up time _____ Certified Copy

Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS

	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS

	Annual Report
	Fictitious Name
	Name Reservation

**REGISTRATION/
QUALIFICATION**

	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials

**CERTIFICATE OF LIMITED PARTNERSHIP OF
BANYAN BREEZE, LTD.,
a Florida limited partnership**

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1993), hereby states:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1-NAME

The name of the Partnership is BANYAN BREEZE, LTD.

ARTICLE 2-OFFICE ADDRESS

The address of the office of the Partnership is 4737 Dolphin Cay Lane, Suite 401, St. Petersburg, Florida 33711.

ARTICLE 3-MAILING ADDRESS

The mailing address of the Partnership is the same.

ARTICLE 4-GENERAL PARTNER

The name and business address of the sole general partner is Charles Winston & Associates, Inc., A Texas Corporation, 4737 Dolphin Cay Lane, Suite 401, St. Petersburg, Florida 33711.

F02 0000 05046

ARTICLE 5-REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Partnership is Spiegel & Utrera, P.A., located at 1840 Southwest 22 Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Partnership is Spiegel & Utrera, P.A., located at 1840 Southwest 22 Street, 4th Floor, Miami, Florida 33145.

ARTICLE 6-DISSOLUTION

The latest date upon which the Partnership shall dissolve is twenty years from the date of filing of this Certificate of Limited Partnership with the Florida Secretary of State.



SPIEGEL & UTRERA, P.A.

LAWYERS
www.amerilawyer.com

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 857-3700
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

ARTICLE 7 - INDEMNIFICATION

The Partnership shall indemnify General Partner of the Partnership who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the General Partner was a party because the General Partner is or was a General Partner of the Partnership against reasonable attorney fees and expenses incurred by the General Partner in connection with the proceeding. The Partnership may indemnify an individual made a party to a proceeding because the individual is or was a General Partner of the Partnership against liability if authorized in the specific case after determination, in the manner required by the Partner(s), that indemnification of the General Partner, as the case may be, is permissible in the circumstances because the General Partner has met the standard of conduct set forth by the Partner(s), Florida Law, Rules, and Regulations. The indemnification and advancement of attorney fees and expenses for General Partner of the Partnership shall apply when such persons are serving at the Partnership's request while a General Partner of the Partnership, as the case may be, as a manager, officer, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Partnership. The Partnership also may pay for or reimburse the reasonable attorney fees and expenses incurred by a General Partner of the Partnership who is a party to a proceeding in advance of final disposition of the proceeding. The Partnership also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a General Partner of the Partnership, whether or not the Partnership would have power to indemnify the individual against the same liability under the law. All references in these Certificate of Limited Partnership are deemed to include any amendment or successor thereto. Nothing contained in these Certificate of Limited Partnership shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a General Partner of the Partnership or the ability of the Partnership otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Certificate of Limited Partnership to "General Partner" shall include the heirs, estates, executors, administrators and personal representatives of such persons.



SPIEGEL & UTRERA, P.A.

LAWYERS
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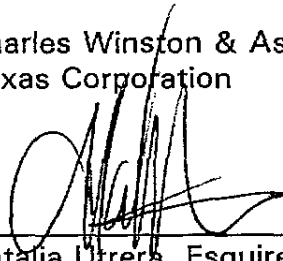
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The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the sole General Partner of BANYAN BREEZE, LTD. this 26 June 2003.

GENERAL PARTNER:

Charles Winston & Associates, Inc., A
Texas Corporation

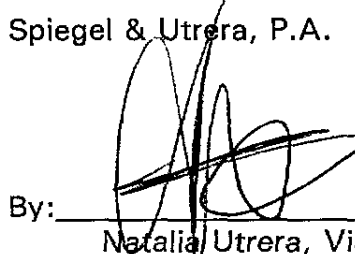


Natalia Utrera, Esquire
Authorized Agent and Attorney at Law

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for BANYAN BREEZE, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, We hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent. Spiegel & Utrera, P.A., having a business office identical with the registered office of the Partnership name above, and having been designated as the Registered Agent in the above and foregoing Certificate of Limited Partnership, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Spiegel & Utrera, P.A.



By: _____
Natalia Utrera, Vice President



SPIEGEL & UTRERA, P.A.

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

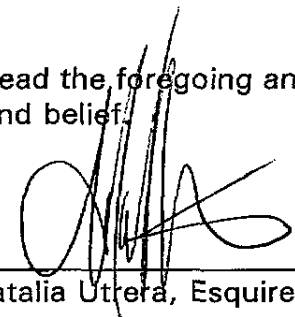
**STATE OF FLORIDA
COUNTY OF DADE**

BEFORE ME, the undersigned authority, personally appeared Natalia Utrera, Authorized Agent and Attorney at Law of Charles Winston & Associates, Inc., A Texas Corporation the general partner of BANYAN BREEZE, LTD. (the "Partnership") who, upon being duly sworn, certified as follows:

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1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, One Thousand and No/100 (\$ 1,000.00) Dollars.
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.



Natalia Utrera, Esquire

Dated this 26 June 2003

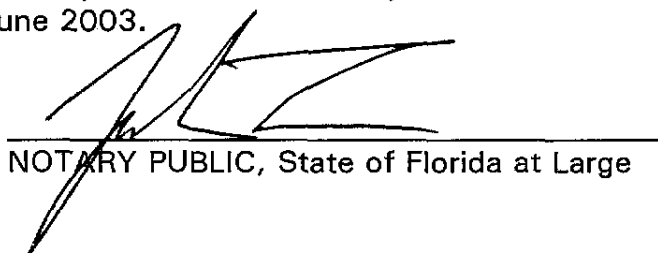
BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Natalia Utrera, known to me to be the person who executed the foregoing Affidavit of Capital Contributions, and she acknowledged to me and before me that she executed this Affidavit as Authorized Agent and Attorney at Law of Charles Winston & Associates, Inc., A Texas Corporation, sole General Partner of BANYAN BREEZE, LTD.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 26 June 2003.



Joseph Luc, Jr.
Commission #DD181206
Expires: Jan 30, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

(SEAL)


NOTARY PUBLIC, State of Florida at Large

SPIEGEL & UTRERA, P.A.

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