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04 JUN 23 PM 1:01

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04 JUN 23 PM 13:19
DIVISION OF CORPORATIONS

FLORIDA LIMITED PARTNERSHIP
LINWOOD PARTNERS LTD.

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$323.75

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CERTIFICATE OF LIMITED PARTNERSHIP**OF****LINWOOD PARTNERS LTD.,****a Florida Limited Partnership**

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

1. The name of the partnership is LINWOOD PARTNERS LTD.
2. The principal address and the mailing address of the office of the partnership is 405 N.W. Springview Loop, Port St. Lucie, Florida 34986.
3. The name and address of the agent for service of process on the partnership is ALAN B. COHN, c/o Abrams Anton P.A., 2021 Tyler Street, Hollywood, Florida 33020.
4. The name and business address of the General Partner(s) and the mailing address of the partnership are James Ambrosio and Roberta Ambrosio, 405 N.W. Springview Loop, Port St. Lucie, Florida 34986.
5. The latest date upon which the partnership shall dissolve is December 31, 2054.
6. No Limited Partner shall be entitled to withdraw or demand the return of any part of its capital contribution except upon dissolution of the partnership.

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7. All annual net profits of the partnership shall be divided among the partners in the same proportions as the partners' then capital accounts unless retained for partnership investments and business activities.

8. There is no priority of any one (1) Limited Partner over another with respect to the contributions or compensation by way of income.

9. A Limited Partner may not demand property other than cash in return for its contributions.

The execution of this Certificate by the undersigned General Partner(s) 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 by the General Partner(s) of LINWOOD PARTNERS LTD. this 17 day of JUNE, 2004.

Witnesses:

GENERAL PARTNER(S):

Sarah Fino Pat Whitley
Sarah Fino Pat Whitley

James Ambrosio
JAMES AMBROSIO

Sarah Fino Pat Whitley
Sarah Fino Pat Whitley

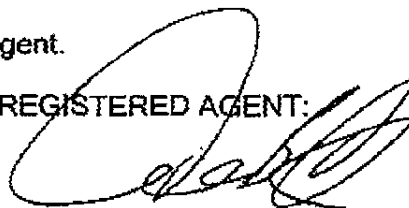
Roberta Ambrosio
ROBERTA AMBROSIO

Having been named as registered agent for LINWOOD PARTNERS LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited

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Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

A handwritten signature in black ink, appearing to read 'Alan B. Cohn', is written over a horizontal line.

ALAN B. COHN

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AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned, personally appeared JAMES AMBROSIO and ROBERTA AMBROSIO, the General Partner(s) of LINWOOD PARTNERS LTD., a Florida limited partnership, who, upon being duly sworn, certifies as follows:

The amount of capital contributions to the partnership made by all of the Limited Partners is as follows: \$40,000.00

The amount of additional capital contribution anticipated to be contributed by each Limited Partner is as follows:

-0-


FURTHER, AFFIANT SAYETH NAUGHT.

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.

GENERAL PARTNER(s):



JAMES AMBROSIO



ROBERTA AMBROSIO

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The foregoing Affidavit was subscribed and acknowledged before me by
JAMES AMBROSIO and ROBERTA AMBROSIO, who are personally known to me or who
has produced FL DL & NY DL as identification, on this 17 day of
JUNE, 2004. NY 212 848 067
FL A 514 7AD 36 7AA-0



Gail Allison Bell
Notary Public, State of Florida

My Commission Expires: 6/11/06

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