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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

THE SHMALO/PONCE FAMILY LIMITED PARTNERSHIP

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

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE SHMALO/PONCE FAMILY LIMITED PARTNERSHIP

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, Chapter 620, Florida Statutes ("Act"), and being duly sworn, does certify as follows:

Article 1. Name and Address. The name of the Limited Partnership is THE SHMALO/PONCE FAMILY LIMITED PARTNERSHIP. The mailing address and principal address of the Limited Partnership is 7460 Monte Verde, Sarasota, Florida 34238.

Article 2. Initial Registered Office and Agent. The street address of the initial Registered Office of the Limited Partnership is 240 Nokomis Avenue South, Suite 200, Venice, FL 34285, and the name of its initial Registered Agent at that address is C. Kelley Corbridge, Esq.

Article 3. Purpose. The principal purposes and business of the Limited Partnership shall be to acquire, operate, manage, improve, lease, mortgage, sell, joint venture or otherwise exploit such real property and tangible or intangible personal property as the Partnership may acquire; to engage in and transact any lawful business for which limited partnerships may be organized under the Act; and to carry on any other activities as may be necessary or appropriate in connection with or incidental to the foregoing purposes. The further business and purpose of the Limited Partnership

Prepared by: C. Kelley Corbridge, Esq.
Bechtold & Corbridge, P.A.
240 Nokomis Avenue South, Suite 200
Venice, FL 34285
(941) 488-7751
Atty. Bar #0325066

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is to do any or other acts and things as may be necessary, incidental, or convenient to carry on the
TALLAHASSEE, FLORIDA
Limited Partnership's business as contemplated by the Limited Partnership Agreement.

Article 4. General Partner's Name and Address. The name and address of the General

Partner of the Limited Partnership is as follows:

GINAROSE, Inc.
7460 Monte Verde
Sarasota, Florida 34238
Attention: President

POS-22519

Article 5. Duration. The Limited Partnership shall commence upon the filing of the
Certificate of Limited Partnership and continue until December 31, 2100, unless sooner terminated
as provided in the Limited Partnership Agreement.

IN WITNESS WHEREOF, the General Partner has executed this Certificate of Limited
Partnership of THE SHMALO/PONCE FAMILY LIMITED PARTNERSHIP on this 11TH day of
February, 2005.

GINAROSE, Inc., a Florida corporation

By: Rosalie Hanna Shmal
ROSALIE HANNA SHMALO, President

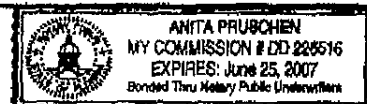
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 11th day of
February, 2005, by ROSALIE HANNA SHMALO, as President of GINAROSE,
Inc., INC., General Partner of THE SHMALO/PONCE FAMILY LIMITED PARTNERSHIP. She is
personally known to me or has produced Florida's license as
identification and did not take an oath.

(NOTARIAL SEAL)

Anita Pruschen
(Print Name of Notary Public)
Notary Public - State of Florida
My commission expires
Commission Number

ANITA PRUSCHEN



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

I, the undersigned appointed Registered Agent of THE SHMALO/PONCE FAMILY LIMITED PARTNERSHIP, being familiar with the obligations of such position, hereby accept such appointment, agree to act in such capacity and accept the obligations proposed by Section 620.192, Florida Statutes.

DATED this 11 day of February, 2005.


C. KELLEY CORBRIDGE, Registered Agent

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments as a Notary Public in the above state, personally appeared ROSALIE HANNA SHMALO, as President of GINAROSE, Inc., Inc., the General Partner of THE SHMALO/PONCE FAMILY LIMITED PARTNERSHIP, a Florida limited partnership, (NOTARY CHOOSE ONE) [] who is personally known to me or [X] who produced FL drivers license as identification, and having been duly sworn, deposes and says as follows:

1. The Limited Partners have not contributed to the capital of the Limited Partnership.
2. No other property has been contributed to the Limited Partnership.
3. The total amount of cash and property anticipated to be contributed by the Limited Partner is \$ 250,000.00.

FURTHER AFFIANT SAITH NAUGHT.

Under the 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.

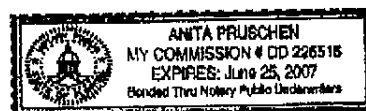
Signed this 11th day of February, 2005.

GINAROSE, INC., a Florida corporation

By: Rosalie Hanna Shmalo
ROSALIE HANNA SHMALO, President

Anita Pruschen
Signature of Notary Public
ANITA PRUSCHEN

Print Name of Notary Public and Affix Seal
My Commission Expires: _____



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