

A 05000000 601

(Requestor's Name)

(Address)

(Address)

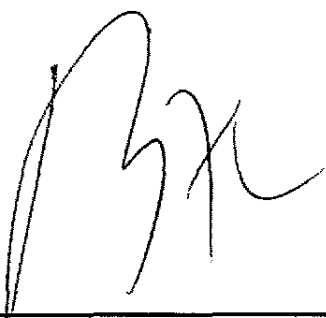
(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

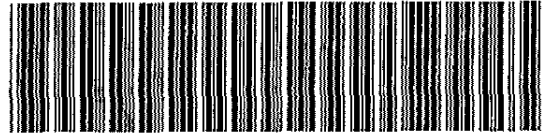
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03/24/05--01011--022 **1837.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
1000 W. GUY W. AVE. TALLAHASSEE, FLORIDA 32310-0004



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CORPORATION NAME (S) AND DOCUMENT NUMBER (S)

Myrtle Terrace Limited Partnership (FILE SECOND)

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | Non Profit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input checked="" type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of RA Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Reports |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |
| <input type="checkbox"/> | Reinstatement |

| REGISTRATION/QUALIFICATION | |
|----------------------------|-------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

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05 MAR 24 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 24, 2005

UCC FILING & SEARCH

TALLAHASSEE, FL

SUBJECT: MYRTLE TERRACE LIMITED PARTNERSHIP
Ref. Number: W05000015205

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

Please note that we have RETAINED your \$1,837.50 payment.

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

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) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 105A00020347

Please Back-date
thru
[Signature]

RECEIVED
05 MAR 25 PM 4:50
TALLAHASSEE, FLORIDA

CERTIFICATE
OF
LIMITED PARTNERSHIP
MYRTLE TERRACE GROUP LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act (1986), hereby state the following as the CERTIFICATE OF LIMITED PARTNERSHIP AND AFFIDAVIT DECLARING AMOUNT OF CAPITAL CONTRIBUTIONS.

FILED
05 MAR 24 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1.
NAME OF THE LIMITED PARTNERSHIP

The name of the Limited Partnership is MYRTLE TERRACE GROUP LIMITED PARTNERSHIP.

ARTICLE 2.
REGISTERED OFFICE AND AGENT

The address of the registered office and the name and address of the registered agent for service of process is:

| | |
|------------------------------|---|
| Agent: CHARLES M. KELLY, JR. | Street: c/o KELLY PASSIDOMO ALBA & CASSNER, LLP 2640 Golden Gate Parkway, Suite 305 City: Naples, Florida 34105 |
|------------------------------|---|

The registered agent is an individual who is a resident of Naples, Collier County, Florida and whose business office is the same as the Partnership's registered office.

ARTICLE 3.
PRINCIPAL OFFICE

The mailing address of the principal office in the United States where the records of the Partnership are to be maintained is:

| | |
|---|--|
| c/o: MYRTLE TERRACE GROUP LIMITED PARTNERSHIP | Street: c/o Charles M. Kelly, Jr. 2640 Golden Gate Parkway, # 305 City: Naples, FL 34105 |
|---|--|

The records maintained and to be maintained at this office are those prescribed by §620.106 of the Florida Revised Uniform Limited Partnership Act.

ARTICLE 4.
NAME, ADDRESS OF THE GENERAL PARTNER(S)

The names, the mailing addresses, and the street addresses of the business of the General Partners are:

| | |
|--------------------------------|--|
| MYRTLE TERRACE MANAGEMENT, LLC | Street: 351 21 st Street South City: Naples, Florida 34103 |
|--------------------------------|--|

1.05100029398

AFFIDAVIT
OF
CAPITAL CONTRIBUTIONS

The undersigned constituting all of the general partners of MYRTLE TERRACE GROUP LIMITED PARTNERSHIP Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$2,000,000.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$10,000,000.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

GENERAL PARTNER

MYRTLE TERRACE MANAGEMENT, LLC


By: LORETTA FOX, Manager
GENERAL PARTNER

ACCEPTANCE OF APPOINTMENT

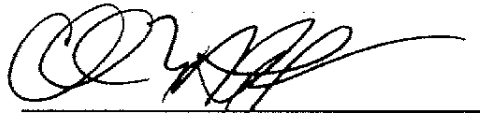
AS

REGISTERED AGENT

Having been named as registered agent for MYRTLE TERRACE GROUP LIMITED PARTNERSHIP, a FL Ltd. partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, agree 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, including *Florida Statute* §620.192.

Dated this 22 day of March, 2005.

REGISTERED AGENT



CHARLES M. KELLY, JR.