

**AO 5000000899**

(Requestor's Name)

(Address)

(Address)

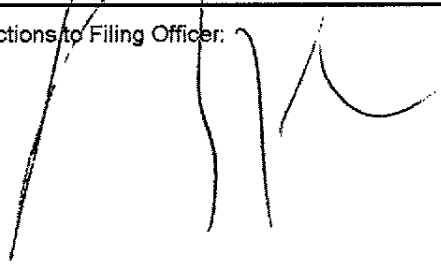
(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

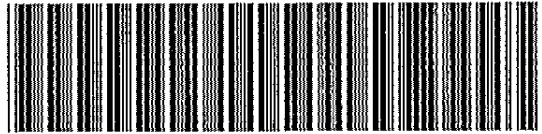
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:  


Office Use Only



000053660260

05/06/05--01025--019    \*\*1846.25

**FILED**  
05 MAY -6 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RECEIVED**  
05 MAY -6 AM 10:53  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

605A 00032761



236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

5/6 [Signature]

CERTIFIED COPY

CUS

PHOTO COPY

FILING

[Large handwritten signature]

FILED  
MAY - 6 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1.) Spanish Springs, Ltd.  
(CORPORATE NAME & DOCUMENT #)

2.)  
(CORPORATE NAME & DOCUMENT #)

3.)  
(CORPORATE NAME & DOCUMENT #)

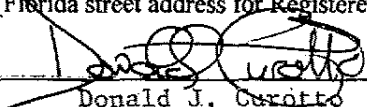
4.)  
(CORPORATE NAME & DOCUMENT #)

5.)  
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

CERTIFICATE OF LIMITED PARTNERSHIP

FILED  
05 MAY -6 PM 3:17  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

- 1. Spanish Springs, Ltd.  
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
- 2. 880 S. Pleasantburg Drive, Suite 3-G, Greenville, South Carolina 29607  
(Business address of Limited Partnership)
- 3. Corporation Company of Orlando  
(Name of Registered Agent for Service of Process)
- 4. 300 S. Orange Avenue, Suite 1000 (DJC), Orlando, Florida 32801  
(Florida street address for Registered Agent)
- 5.   
Donald J. Carotto  
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
- 6. 880 S. Pleasantburg Drive, Suite 3-G, Greenville, South Carolina 29607 and  
1020 Lake Sumter Landing, The Villages, Florida 32162  
(Mailing addresses of Limited Partnership)

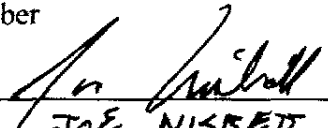
7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2054.

8. Name(s) of general partner(s):	Street address:
Villages Hotel Investor, LLC	1020 Lake Sumter Landing The Villages, Florida 32162

205 000 045065

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

Signed this 4th day of May, 2005.

Signature of all general partners:	GENERAL PARTNER:
	VILLAGES HOTEL INVESTOR, LLC, A Florida Limited Liability Company
	By: ACORN INVESTMENTS, LLC, A Florida Limited Liability Company, Member
	By: <u></u>
	Print <u>JOE NISBETT</u>
	Title <u>MANAGER</u>

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR FLORIDA LIMITED PARTNERSHIP**

*The undersigned being the sole general partner of Spanish Springs, Ltd., a Florida Limited Partnership certifies:*

The amount of capital contributions to date of the limited partners is ZERO.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000,000.00.

FURTHER AFFIANT SAYETH NOT.

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

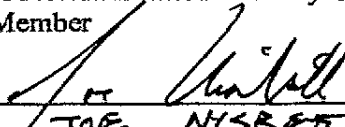
*Signed this 4<sup>th</sup> day of May, 2005.*

Signature of all general partners:

GENERAL PARTNER:

VILLAGES HOTEL INVESTOR, LLC,  
A Florida Limited Liability Company

By: ACORN INVESTMENTS, LLC,  
A Florida Limited Liability Company,  
Member

By:   
Print JOE NISBETT  
Title MANAGER