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TALLAHASSEE, FL 32301-1017  
904/22-9171  
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800-344-8044

# A96000002500



PREMIER HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 204444 5011226

AUTHORIZATION :

*Patricia Piquet*

COST LIMIT : \$ 140.00

EFFECTIVE DATE  
*1-1-97*

FILED  
95 DEC 30 PM 2 09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 30, 1996

ORDER TIME : 10:02 AM

ORDER NO. : 204444-005

CUSTOMER NO: 5011226

CUSTOMER: Barbara Buchanan, Legal Asst  
GRAY HARRIS & ROBINSON

8000002040868--7

S.e. Bank Building, Suite 1200  
201 E. Pine Street  
Orlando, FL 32801

### DOMESTIC FILING

NAME: RCJ OF WINTER PARK NO. 3, LTD.

EFFECTIVE DATE: 1-1-97

ARTICLES OF INCORPORATION  
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

RECEIVED  
96 DEC 30 AM 10:40  
DIVISION OF CORPORATION

CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP  
AND AFFIDAVIT OF CAPITAL CONTRIBUTION OF  
RCJ OF WINTER PARK NO. 3, LTD.

This Certificate and Agreement of Limited Partnership and Affidavit of Capital Contribution is executed this 27 day of December, 1996, by Roger W. Holler, Jr. and Juliette A. Holler, as General Partners of RCJ of Winter Park No. 3, Ltd., a Florida limited partnership (the "Partnership"). It is intended that this Certificate of Limited Partnership and Affidavit of Capital Contribution create a limited partnership which complies with Part I, Chapter 620, Florida Statutes. The undersigned, upon being duly sworn, deposes and says:

1. Name of Partnership. The name of the limited partnership is RCJ of Winter Park No. 3, Ltd.
2. Address and Office. The address and office of the Partnership shall be 500 Park Avenue South, Suite 202, Winter Park, Florida 32789. The records required to be maintained by Section 620.106, Florida Statutes, shall be maintained at the office of the Partnership.
3. Agent for Service of Process. The agent for service of process on the Partnership shall be Pamela O. Price, whose address is 201 East Pine Street, Suite 1200, Orlando, Florida 32801.
4. Name and Business Address of General Partner. The Partnership's General Partners and their addresses are:  

Roger W. Holler, Jr.  
500 Park Avenue South, Suite 202  
Winter Park, Florida 32789  
  
Juliette A. Holler  
500 Park Avenue South, Suite 202  
Winter Park, Florida 32789
5. Mailing Address of Limited Partnership. The mailing address for the Partnership is 500 Park Avenue South, Suite 202, Winter Park, Florida 32789.
6. Latest Date of Dissolution. The latest date upon which the Partnership is to dissolve shall be December 31, 2067.

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FLORIDA

EFFECTIVE DATE  
1-1-97

7. Commencement Date. This Limited Partnership shall exist commencing January 1, 1997.

IN WITNESS WHEREOF, the General Partners have executed this Certificate as of the day, month and year first above written.

WITNESSES:

[Signature]  
Valerie L. Sales

[Signature]  
Valerie L. Sales

WITNESSES:

[Signature]  
Valerie L. Sales

[Signature]  
Valerie L. Sales

GENERAL PARTNERS:

[Signature]  
Roger W. Holler, Jr.

[Signature]  
Juliette A. Holler

LIMITED PARTNERS:

[Signature]  
Roger W. Holler, Jr.

[Signature]  
Juliette A. Holler

STATE OF FLORIDA  
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 27 day of December 1996, by Roger W. Holler, Jr.

[Signature]  
Signature of Notary Public

REBEKAH FLINT

(Print Name)  
Notary Public, State of Florida  
My Commission Expires June 29, 1999  
Commission No. CC474111

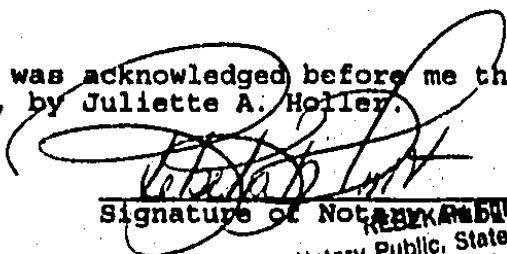
AFFIX NOTARY STAMP

REBEKAH FLINT  
Notary Public, State of Florida  
My Comm. Expires June 29, 1999  
Comm. No. CC474111

☒ Personally known, or  
☐ Produced Identification  
Type of Identification Produced

STATE OF FLORIDA  
COUNTY OF ORANGE

27 The foregoing instrument was acknowledged before me this  
day of December, 1996, by Juliette A. Holler.

  
Signature of Notary Public  
Notary Public, State of Florida  
My Commission Expires June 29, 1999  
(Print Notary Name) No. CC474111  
My Commission Expires:  
Commission No.:  
☒ Personally known, or  
☐ Produced Identification  
Type of Identification Produced

AFFIX NOTARY STAMP

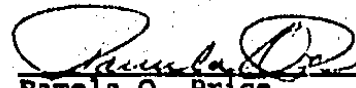
REBEKAH FLINT  
Notary Public, State of Florida  
My Comm. Expires June 29, 1999  
Comm. No. CC474111

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
12-1-97

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the registered agent in the Certificate of Limited Partnership of RCJ of Winter Park No. 3, Ltd., I hereby accept and agree to act in this capacity.

  
Pamela O. Price

Date: 12/27/96

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95 DEC 30 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
1-1-97

**AFFIDAVIT OF CAPITAL CONTRIBUTION  
OF THE LIMITED PARTNERS**

Roger W. Holler, Jr. and Juliette A. Holler, the General Partners of RCJ of Winter Park No. 3, Ltd., a Florida limited partnership, upon being duly sworn, depose and say:

1. The amount of the capital contributions that have been made by each of the Limited Partners is:

| <u>Limited Partner</u> | <u>Capital Contribution</u> |
|------------------------|-----------------------------|
| Roger W. Holler, Jr.   | \$100.00                    |
| Juliette A. Holler     | \$100.00                    |

2. The total amount anticipated to be contributed by the Limited Partners is \$7,500.00. *WJH*

FURTHER the Affiant sayeth naught.

GENERAL PARTNERS:

*[Signature]*  
Roger W. Holler, Jr.,

*[Signature]*  
Juliette A. Holler

STATE OF FLORIDA  
COUNTY OF *Orange*

*27* The foregoing instrument was acknowledged before me this day of *December*, 199*6*, by Roger W. Holler, Jr.

*[Signature]*  
Signature of Notary Public

REBEKAH FLINT

Notary Public, State of Florida

(Print Notary Name) Expires June 29, 1999

My Commission Expires *CC474111*

Commission No.:

☒ Personally known, or

☐ Produced Identification

Type of Identification Produced

AFFIX NOTARY STAMP

REBEKAH FLINT  
Notary Public, State of Florida  
Comm. Expires June 29, 1999  
Comm. No. CC474111

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
1-1-97

STATE OF FLORIDA  
COUNTY OF W

27 The foregoing instrument was acknowledged before me this  
day of September, 1996, by Juliette A. Holler

[Signature]  
Signature of Notary Public

REBEKAH FLINT

(Print Name, Public State of Florida)  
My Commission Expires June 29, 1999  
Commission No. CC474111

AFFIX NOTARY STAMP

REBEKAH FLINT  
Notary Public, State of Florida  
My Comm. Expires June 29, 1999  
Comm. No. CC474111

Pp\RCJ3\LinPart.Cer

☒ Personally known, or  
☐ Produced Identification  
Type of Identification Produced

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 DEC 30 PM 2:09

FILED

EFFECTIVE DATE  
1-1-97