

**A9800000045**

HOLLAND & KNIGHT

Attorneys Name

305 SOUTH ALHORN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

Office Use Only

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN -5  
PM 2:56

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Fedder Limited Partnership  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_ **100002389731--6**  
(Corporation Name) (Document #) **01/05/98 01054 019**  
**\*\*\*1837.50 \*\*\*1837.50**

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 1:00 1/5/98

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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| NEW FILINGS |                   |
|-------------|-------------------|
|             | Profit            |
|             | NonProfit         |
|             | Limited Liability |
|             | Domestication     |
|             | Other             |

| AMENDMENTS |                                        |
|------------|----------------------------------------|
|            | Amendment                              |
|            | Resignation of R.A., Officer/ Director |
|            | Change of Registered Agent             |
|            | Dissolution/Withdrawal                 |
|            | Merger                                 |

| OTHER FILINGS |                  |
|---------------|------------------|
|               | Annual Report    |
|               | Fictitious Name  |
|               | Name Reservation |

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

**DP -1785.00**  
**CERT 52.50**

**1/5/98**

Examiner's Initials

**BK**

## **CERTIFICATE OF LIMITED PARTNERSHIP**

The undersigned general partner represents that it is forming a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act"), and that it has executed this Certificate of Limited Partnership pursuant to the foregoing Act and states herein as follows:

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### **I. Name**

The name of the limited partnership is Fedder Limited Partnership.

### **II. Records of the Partnership**

The address of the office in Florida at which place the records of the partnership shall be maintained is as follows:

877 Siesta Key Circle  
Sarasota, Florida 34242

### **III. Registered Agent**

The address of the registered office of the partnership and the name of the registered agent for service of process located at that office are as follows:

Darrin J. Fedder  
877 Siesta Key Circle  
Sarasota, Florida 34242

### **IV. General Partner**

The name and business address of the general partner of the partnership are as follows:

FEDDER, INC.  
c/o Darrin J. Fedder, President  
877 Siesta Key Circle  
Sarasota, Florida 34242

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V. Mailing Address

The mailing address of the partnership is as follows:

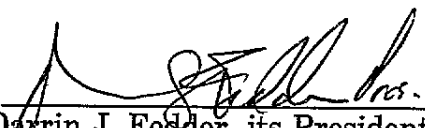
877 Siesta Key Circle  
Sarasota, Florida 34242

VI. Dissolution

The latest date on which the partnership is to dissolve is December 31, 2049.

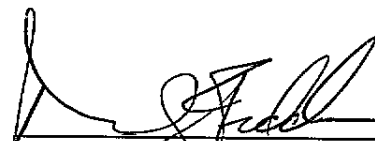
WHEREFORE, the undersigned, being the general partner of the partnership, has executed this Certificate of Limited Partnership on December 20, 1997.

FEDDER, INC.

By: 

Darrin J. Fedder, its President  
General Managing Partner

LIMITED PARTNER

  
Darrin J. Fedder

**LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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IN COMPLIANCE WITH SECTION 620.105, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

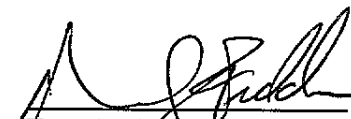
THAT FEDDER LIMITED PARTNERSHIP

WITH ITS PLACE OF BUSINESS AT: 877 Siesta Key Circle  
Sarasota, Florida 34242

HAS NAMED DARRIN J. FEDDER as Registered Agent

LOCATED AT: 877 Siesta Key Circle  
Sarasota, Florida 34242

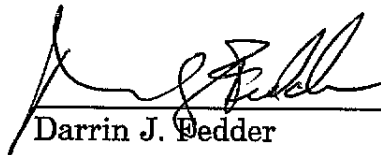
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
Darrin J. Fedder

Dated: December 20, 1997

Having been named to accept Service of Process for the above-stated Limited Partnership at the place designated in this certificate, Darrin J. Fedder hereby agrees to act in this capacity. Darrin J. Fedder further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and Darrin J. Fedder accepts the duties and obligations of Section 620.192, Florida Statutes.

**Registered Agent**

  
Darrin J. Fedder

Dated: December 20, 1997

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

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The undersigned constituting all of the general partners of Fedder Limited Partnership, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$5,400,000.00.

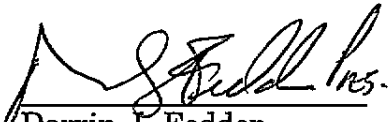
The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$5,400,000.00.

Signed this 20 day of December, 1997.

**FURTHER AFFIANT SAYETH NOT.**

Under 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.

FEDDER, INC.  
Managing General Partner

By:   
Darrin J. Fedder  
its President