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HINES & ASSOCIATES, P.A.

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TAXATION  
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ESTATE PLANNING & ADMINISTRATION

December 17, 1998

(813) 251-8659  
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Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

700002716017--8  
-12/18/98--01061--018  
\*\*\*2611.25 \*\*\*1785.00

Re: **Certificate of Limited Partnership for LARK PROPERTIES, LTD.  
Articles of Organization For Florida Limited Liability Co. for  
LARK PROPERTY MANAGMENT, LLC**

CM

Dear Sir or Madam:

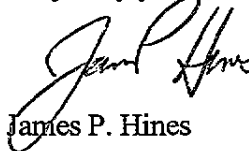
Enclosed are an original and one copy of the Certificate of Limited Partnership of LARK PROPERTIES, LTD., a Florida Limited Partnership. Please file the original Certificate, date stamp the copy, and return the copy to our office. Enclosed is a check in the amount of \$2,326.25 to cover the cost of the following expenses:

Filing Fee	\$1,750.00
1999 Annual Report Fee	541.25
Registered Agent Fee	<u>35.00</u>
Total	\$2,326.25

Enclosed also are an original and one copy of the Articles of Organization for LARK PROPERTY MANAGEMENT, LLC. Please file the original Articles, date stamp the copy, and return the copy to our office. Enclosed is a check in the amount of \$285.00 to cover the cost of the following expenses:

Filing fee	\$250.00
Registered Agent Fee	<u>35.00</u>
	\$285.00

Very truly yours,

  
James P. Hines

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98 DEC 18 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JPH:jfb  
Enclosures

Check: \$2,611.25  
cc: Lee R. Kemberling (w/o encls.)

**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**LARK PROPERTIES, LTD.  
a Florida Limited Partnership**

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states the following pursuant to Florida Statute §620.108(1):

(a) The name of the Partnership is LARK PROPERTIES, LTD. ("the Partnership"), a Florida limited partnership.

The address of the office of the Partnership is:

11500 - 47th Street, No.  
Clearwater, Florida 34622

b) The name and address of the agent for service of process for the Partnership is:

James P. Hines, Esquire  
Hines & Associates, P.A.  
315 S. Hyde Park Avenue  
Tampa, Florida 33606

(c) The name and business address of the general partner of the Partnership is:

Lark Property Management, LLC  
11500 - 47th Street, No.  
Clearwater, Florida 34622

(d) The mailing address for the Partnership is:

11500 - 47th Street, No.  
Clearwater, Florida 34622

(e) The latest date upon which the Partnership shall dissolve is: December 31, 2040.

(f) The Partnership is authorized to issue 10,000 partnership units, and 5,000 units will be issued initially.

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TALLAHASSEE, FLORIDA

(g) The General Partner is a Florida limited liability company.

The execution of this Certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Lark Property Management, LLC as  
General Partner

By: Lee R. Kemberling  
Lee R. Kemberling, as its  
Managing Member

Date: 12/16/98

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned general partner of LARK PROPERTIES, LTD. ("the Partnership"), a Florida limited partnership, hereby certifies as follows pursuant to Florida Statute §620.108(1):

As of the date set forth hereinbelow, the amount of capital contributions of the limited partners of the Partnership is as follows:

\$ 0

As of the aforesaid date, the total amount anticipated to be contributed by the limited partners of the Partnership is as follows:

\$1,500,000

Under the penalties of perjury, I, Lee R. Kemberling, as the Managing Member of Lark Property Management, LLC, a Florida limited liability company, the general partner of the Partnership, hereby declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

IN WITNESS WHEREOF, this Affidavit of Capital Contributions has been executed by the undersigned general partner on the dates set forth hereinbelow.

Lark Property Management, LLC, as  
General Partner

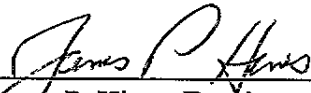
By: Lee R. Kemberling  
Lee R. Kemberling, as its  
Managing Member

Date: 12/16/98

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TALLAHASSEE FLORIDA

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having being named as registered agent for LARK PROPERTIES, LTD. ("the Partnership"), a Florida limited partnership, in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby 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.

  
\_\_\_\_\_  
James P. Hines, Esquire  
Registered Agent

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