

A02000000411 *File 2nd*

CORPDIRE... INC (formerly...)
103 N. MERIDIAN STREET, ...
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

000005139280--1
-03/21/02--01043--008
***1075.00 ***148.75

DATE: 3-21-02

REF. #: 0151. 5629

CORP. NAME: Jamestown Woods Limited Partnership

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DELETION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input checked="" type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: | | |
- BK**

FILED
02 MAR 21 PM 4:15
TALLAHASSEE, FLORIDA
STATE

STATE FEES PREPAID WITH CHECK# 1143 FOR \$ 148.75
~~160.00~~

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input checked="" type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

CERTIFICATE OF LIMITED PARTNERSHIP

OF

JAMESTOWN WOODS LIMITED PARTNERSHIP

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, being the sole General Partner of JAMESTOWN WOODS LIMITED PARTNERSHIP (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

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MAR 22 AM 4:15
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. The name of the Partnership shall be JAMESTOWN WOODS LIMITED PARTNERSHIP.

2. The address of the office where records shall be kept shall be 120 Forbes Boulevard, Mansfield, MA 02048. The name and address of the registered agent for service of process is Brian J. McDonough, 150 West Flagler Street, Suite 2200, Miami, Florida 33130.

3. The name and the business address of the General Partner are:

GHG JAMESTOWN WOODS LLC, a Florida limited liability company
c/o Gatehouse Group, Inc.
120 Forbes Boulevard
Mansfield, MA 02048

L02000001719

4. The mailing address of the limited partnership is c/o Gatehouse Group, Inc., 120 Forbes Boulevard, Mansfield, MA 02048.

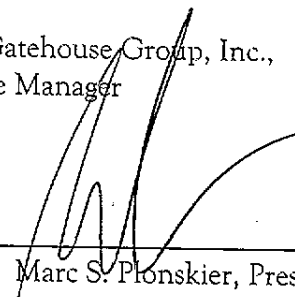
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2053.

6. This Certificate has been executed by the undersigned effective as of the 19th day of March, 2002.

GENERAL PARTNER:

GHG JAMESTOWN WOODS LLC, a
Florida limited liability company

By: The Gatehouse Group, Inc.,
its sole Manager

By: 
Marc S. Plonskier, President

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for JAMESTOWN WOODS LIMITED PARTNERSHIP, the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that he is familiar with his statutory obligations as such.

By: _____

Brian J. McDonough

Dated this 19 day of March, 2002.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT
OF
CAPITAL CONTRIBUTIONS

The undersigned being the sole General Partner of JAMESTOWN WOODS LIMITED PARTNERSHIP and being duly sworn does hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of JAMESTOWN WOODS LIMITED PARTNERSHIP, with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$100.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNER:

GHG JAMESTOWN WOODS LLC, a Florida limited liability company

By: The Gatehouse Group, Inc., a Massachusetts corporation, its sole Manager

By: 
Marc S. Plonskier, President

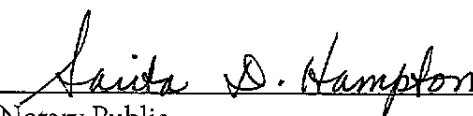
COMMONWEALTH OF MASSACHUSETTS)

COUNTY OF BRISTOL)

The foregoing instrument was acknowledged before me this 19th day of March, 2002, by Marc S. Plonskier, as President of The Gatehouse Group, Inc., a Massachusetts corporation, the sole Manager of GHG JAMESTOWN WOODS LLC, a Florida limited liability company, the sole General Partner of JAMESTOWN WOODS LIMITED PARTNERSHIP, and who is personally known to me.

(Notary Seal)




Notary Public

My Commission Expires: 3/25/2005

Print, type or stamp name of notary SARITA D. HAMPTON