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FLORIDA LIMITED PARTNERSHIP
AUBURN WOODS, LTD.

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FAX AUDIT NO.: **BD00000000320**

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
AUBURN WOODS, LTD.**

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STATE OF FLORIDA
COUNTY OF LEE

THIS CERTIFICATE is made this 30TH day of December, 1999, by AUBURN WOODS, INC., a Florida corporation, the General Partner of AUBURN WOODS, LTD., a Florida limited partnership.

1. **NAME:** The firm name and style under which the partnership is to be conducted shall be AUBURN WOODS, LTD.

2. **PLACE OF BUSINESS ADDRESS AND MAILING ADDRESS:** The principal place of business of the Limited Partnership shall be located at:

AUBURN WOODS, LTD.
1520 Royal Palm Square Boulevard
Suite 360
Fort Myers, Florida 33919

3. **GENERAL PARTNERS ADDRESS:** The name and business address of the General Partner is as follows:

AUBURN WOODS, INC. 999-111931
1520 Royal Palm Square Boulevard
Suite 360
Fort Myers, Florida 33919

PREPARED BY:
Curtis D. Hamlin, Esq. (Bar No.: 0237922)
Harlee, Porges, Hamlin,
Knowles, Bald & Prouty, P.A.
1205 Manatee Avenue West
Bradenton, Florida, 34205
(941)748-3770

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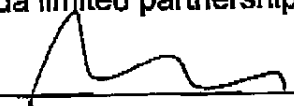
4. REGISTERED AGENT: The name and address of the Registered Agent is as follows:

Curtis D. Hamlin, Esquire
HARLEE, PORGES, HAMLIN,
KNOWLES, BALD & PROUTY, P.A.
1205 Manatee Avenue West
Bradenton, Florida 34205

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5. LATEST DATE OF DISSOLUTION: The latest date upon which the Limited Partnership is to be dissolved is December 31, 2049.
6. AFFIDAVIT OF CAPITAL CONTRIBUTIONS: An Affidavit of Capital Contribution of the Limited Partners is attached hereto and incorporated herein.

AUBURN WOODS, INC., a Florida corporation,
General Partner of AUBURN WOODS, LTD., a
Florida limited partnership

By: 
Bowen A. Arnold, as its Vice President

REGISTERED AGENT:

I, Curtis D. Hamlin, accept the designation by AUBURN WOODS, Ltd., a Florida limited partnership, to serve as REGISTERED AGENT for the Partnership on the day and year first above written.

By: 
Curtis D. Hamlin, Registered Agent

JAN. 4. 2000 12:07PM

HARLEE FORGES

NO. 5308 P. 4/5

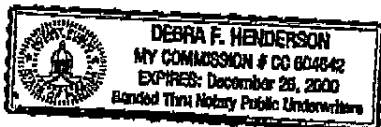
FAX AUDIT NO.: B00000000320

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 30th day of December, 1999, by Bowen A. Arnold, as Vice President of AUBURN WOODS, INC., a Florida corporation, as General Partner of AUBURN WOODS, LTD., a Florida limited partnership, on behalf of the limited partnership. He is personally known to me.

Debra F. Henderson



Notary Public, State of Florida

DEBRA F. HENDERSON

(Type or Print Notary Name Here)

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the General Partner of AUBURN WOODS, LTD., a Florida limited partnership, did swear and affirm as follows:

The amount of capital contributions to date of the Limited Partners is \$99.00.

The total amount anticipated to be contributed by the Limited Partners at this time totals \$7,500.00, including all contributions received to date.

This 30TH day of December, 1999.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury the undersigned does declare that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

AUBURN WOODS, INC., a Florida corporation, General Partner of AUBURN WOODS, LTD., a Florida limited partnership

By: [Signature]
Bowen A. Arnold, as its Vice President

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 30TH day of December, 1999, by Bowen A. Arnold, as Vice President of AUBURN WOODS, INC., a Florida corporation, as General Partner of AUBURN WOODS, LTD., a Florida limited partnership, on behalf of the limited partnership. He is personally known to me.



Notary Public, State of Florida

DEBRA F. HENDERSON

(Type or Print Notary Name Here)

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