

FROM: CARLTON FIELDS
Division of Corporations

FAX 813 229-4133

02-29-00 13

A000000000365

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000009184 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, PA
Account Number : 076077000355
Phone : (813) 223-7000
Fax Number : (813) 229-4133

FLORIDA LIMITED PARTNERSHIP

HEARTHSTONE PARTNERS, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$140.00

00 FEB 29 PM 4:00

SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED

00 FEB 29 PM 3:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL

H00000009184 3

CERTIFICATE OF LIMITED PARTNERSHIP
OF
HEARTHSTONE PARTNERS, LTD.

FILED
SECTION 601
DIVISION OF CORPORATIONS
00 FEB 29 PM 1:50

The undersigned, for the purpose of forming a limited partnership (the "Limited Partnership") under the provisions of Chapter 620 of the Florida Statutes, hereby agrees to the following:

ARTICLE I
Name and Address

The name of the Limited Partnership shall be HEARTHSTONE PARTNERS, LTD. The initial place of business of the Limited Partnership and the initial office at which must be kept the records required by Section 620.106 of the Florida Statutes to be maintained shall be at (and the mailing address of the Limited Partnership shall be) 5401 West Kennedy Boulevard, Suite 751, Post Office Box 23887, Tampa, Florida 33623.

ARTICLE II
Purpose and Powers

Section 1. The Limited Partnership is being formed for the purpose of engaging in any lawful activities or businesses for which limited partnerships may be formed under the laws of the State of Florida.

Section 2. The Limited Partnership may exercise all powers, rights, and privileges conferred on limited partnerships under the laws of the State of Florida.

ARTICLE III
Term of Existence

The Limited Partnership shall exist for no more than fifty (50) years. The existence of the Limited Partnership shall commence on the date this Certificate of Limited

This instrument was prepared by:
Joel B. Giles, Esquire
Florida Bar No.: 350591
Carlton Fields
NationsBank Tower
One Progress Plaza
200 Central Avenue, Suite 2300
Post Office Box 2861
St. Petersburg, Florida 33731-2861
(727) 821-7000
(727) 822-3768 (Facsimile)
jgile@carltonfields.com

H00000009184 3

H00000009184 3

Partnership is filed with the State of Florida Department of State. The latest date upon which the Limited Partnership is to dissolve shall be February 29, 2050.

ARTICLE IV**Agent for Service of Process**

Section 1. The name of the initial agent for service of process required to be maintained by Section 620.105 of the Florida Statutes is Joel B. Giles.

Section 2. The address of the initial agent for service of process required to be maintained by Section 620.105 of the Florida Statutes is 200 Central Avenue, Suite 2300, Post Office Box 2861, St. Petersburg, Florida 33731-2861.

ARTICLE V**General Partner**

The sole general partner of the Limited Partnership is HEARTHSTONE PARTNERS, INC., a corporation organized and existing and in good standing under the laws of the State of Florida the business and mailing addresses of which are 5401 West Kennedy Boulevard, Suite 751, Post Office Box 23887, Tampa, Florida 33623. As of the date of execution hereof, the sole general partner is maintaining an active status with the State of Florida Department of State. P000000019997

IN WITNESS WHEREOF, the undersigned executed this Certificate of Limited Partnership on this 29th day of February, 2000.

GENERAL PARTNER:**HEARTHSTONE PARTNERS, INC.**By: 

JOEL B. GILES,
its Vice President

(CORPORATE SEAL)

FILED
STATE OF FLORIDA
DIVISION OF CORPORATIONS
20 FEB 29 PM 4:00

H00000009184 3

FROM: CARLTON FIELDS

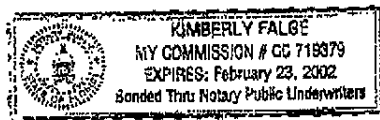
FAX NO.: 8132294260

02-29-00 03:09P P.04

H00000009184 3

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 29th day of February, 2000, by JOEL B. GILES, as Vice President of HEARTHSTONE PARTNERS, INC., a corporation organized and existing under the laws of the State of Florida, on behalf of the corporation, who is personally known to me.



Kimberly Falge
(Sign on this line)
KIMBERLY FALGE
(Print name legibly on this line)

NOTARY PUBLIC, State of Florida
COMMISSION NO.: _____
EXPIRATION DATE: _____

(SEAL)

FILED
00 FEB 29 PM 4:00
NOTARY PUBLIC
STATE OF FLORIDA

H00000009184 3

FROM: CARLTON FIELDS

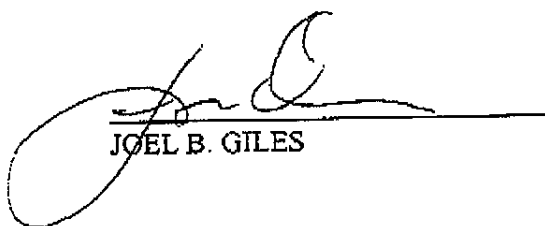
FAX NO.: 8132294260

02-29-00 03:09P P.05

H00000009184 3

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts his appointment and agrees to act as initial agent for service of process on HEARTHSTONE PARTNERS, LTD., as provided in the foregoing Certificate of Limited Partnership.



JOEL B. GILES

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 29 PM 4:00

H00000009184 3

H00000009184 3

AFFIDAVITSTATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, on this day personally appeared JOEL B. GILES ("Affiant"), who, after being by me first duly sworn as required by law, deposes and says as follows:

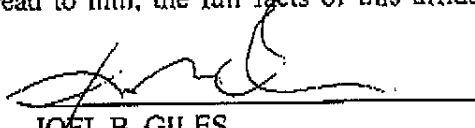
1. He is a Vice President of HEARTHSTONE PARTNERS, INC., and has the authority to bind that entity and he is making the following statements in such capacity on behalf of HEARTHSTONE PARTNERS, INC.

2. This Affidavit is being made to comply with the requirements of Section 620.108 of the Florida Statutes and shall be filed together with the Certificate of Limited Partnership of HEARTHSTONE PARTNERS, LTD., (the "Certificate").

3. The total amount of the initial capital contributions of the limited partners as of the date of filing of the Certificate is One Thousand and No/100ths Dollars (\$1,000.00).

4. The total amount of the capital anticipated to be contributed by the limited partners is One Thousand and No/100ths Dollars (\$1,000.00), including the initial capital contribution of One Thousand and No/100ths Dollars (\$1,000.00) mentioned in paragraph 3 above.

Affiant further states that he is familiar with the nature of an oath and with the penalties provided by law for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read, or has heard read to him, the full facts of this affidavit and understands its content.


JOEL B. GILES

SWORN TO AND SUBSCRIBED before me this 29th day of February, 2000, by JOEL B. GILES, who is personally known to me.


(Sign on this line)KIMBERLY FALGE
(Legibly print name on this line)

NOTARY PUBLIC, State of Florida

COMMISSION NO.:
EXPIRATION DATE:

(SEAL)

H00000009184 3