

CAPITAL CONNECTION, INC.  
417 E. Virginia Street, Suite 200 • Tallahassee, Florida 32302  
(850) 224-8770 • 1-800-442-8052 • Fax (850) 224-1722

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CS TTD of Palm  
Beach Limited  
Partnership

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NSK  
3/17/00

Signature

Requested by

Name

3/17/00

Date

9:20

Time

Will Pick Up

Art of Inc. File

☒ LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

☒ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00MAR 17 AM 11:26

RECEIVED  
00MAR 17 AM 10:16  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
GS TW OF PALM BEACH LIMITED PARTNERSHIP  
A Florida Limited Partnership**

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STATE  
DEPARTMENT OF  
CORPORATIONS  
00 MAR 17 AM 11:26

The undersigned, acting as formers of a limited partnership under the Florida Revised Uniform Limited Partnership Act, adopt the following certificate for such limited partnership.

1. Name. The name of this Limited Partnership is GS TW OF PALM BEACH LIMITED PARTNERSHIP.

2. Business. The general character of the Partnership business shall be to own, acquire, sell and lease investment real estate and other investment property of any type, kind or description including marketable securities and to conduct a general business as thereto related.

3. Principal Place of Business and Location of Records. The location of the principal place of business of the Partnership is at 7314 Floranada Way, Delray Beach, FL 33446-2371, at which place the records shall be maintained.

4. Registered Agent. The name and address of the registered agent for service for this Limited Partnership is Gerald Smith, 7314 Floranada Way, Delray Beach, FL 33446-22371, who acknowledges by he signature hereunder, that he accepts same.

5. The General Partner. The name and business address of the General Partner is as follows:

GENERAL PARTNER

GS TW CORPORATION

80000000219

PLACE OF BUSINESS

7314 Floranada Way,  
Delray Beach, Florida 33446-2371

6. Mailing Address. The mailing address of the Limited Partnership is 7314 Floranada Way, Delray Beach, FL 33446-2371.

7. Term. The Partnership shall begin at the time of the filing of the certificate of Limited Partnership with the Department of State and shall liquidate and dissolve on December

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ADJUDICATION OF CONTRIBUTIONS

31, 2039, unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.

6. Additional Contributions. No additional contributions of the Limited Partners have been agreed upon.

7. Return of Contributions. No Limited Partner shall be entitled to withdraw or demand the return of any part of his or her capital contribution except upon dissolution of the Partnership.

8. Profits. All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportion as the Partners' then capital interest accounts, unless retained for Partnership investment and business activities.

9. Sale or Transfer of Interest in Partnership. A Limited Partner shall not have the right to sell or transfer his or her interest in the Partnership without the prior written consent of all the other partners, unless the transfer is a Permitted Transfer, as explained in detail by the Partnership Agreement.

10. Additional Limited Partners. The General Partners may admit additional limited partners.

11. Priority Among Limited Partners. There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

12. Continuance of Business. Upon the death, retirement, dissolution or incompetency of the "surviving General Partner", the Partnership shall dissolve unless continued by the remaining Partners and selecting when necessary, by unanimous vote, a new successor General Partner.

13. Property Other than Cash. A Limited Partner may not demand property other than cash in return for his or her contributions.

14. Amount of Cash and Affidavit to Agreed Value and Description of Property Contributed. The Limited Partners in the Limited Partnership have contributed their interest in the property as set forth in Schedule "A," Affidavit of the Amount of the Capital Contributions

of the Limited Partners, and Any Amount Anticipated to be Contributed by the Limited Partners," attached hereto, with an agreed value of \$ 0

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IN WITNESS WHEREOF, the parties have hereunder executed this Certificate on the 13<sup>th</sup> day of MARCH, 2000.

GENERAL PARTNER:

GS TW CORPORATION

By: Gerald Smith  
GERALD SMITH  
President

REGISTERED AGENT

Gerald Smith  
GERALD SMITH

SCHEDULE A  
GS TW OF PALM BEACH LIMITED PARTNERSHIP  
AFFIDAVIT OF THE AMOUNT OF THE CAPITAL  
CONTRIBUTIONS OF THE LIMITED PARTNERS,  
AND ANY AMOUNT ANTICIPATED TO BE  
CONTRIBUTED BY THE LIMITED PARTNERS

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DEPARTMENT OF CORPORATIONS  
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The undersigned presents this Affidavit, given under oath, to affirm the following:

1. The amount of the capital contributions to date of the Limited Partners of GS TW OF PALM BEACH LIMITED PARTNERSHIP is \$ 0.

2. The amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$ 7,000,000.00.

GS TW CORPORATION

By: \_\_\_\_\_

Gerald Smith  
GERALD SMITH, President

Dated: \_\_\_\_\_

3/13/00

STATE OF FLORIDA )

) SS:

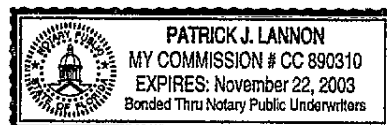
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me on this 13th day of March, 2000, by GERALD SMITH, President of GS TW CORPORATION, and said individual is personally known to me (yes) (no) or has produced \_\_\_\_\_ as identification to me, and who acknowledged execution of the foregoing instrument.

Patrick J. Lannon  
Notary Public, State of Florida

Name: Patrick J. Lannon  
(Print Name)

My Commission Expires:



**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent for the above-referenced Florida Limited Partnership at the above-designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Chapter 620 *et seq.*, as amended from time to time, relative to the obligations of the undersigned.

Executed this 13<sup>th</sup> day of March, 2000.

  
GERALD SMITH  
Registered Agent

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DIVISION OF CORPORATIONS  
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