**CORPORATE** ACCESS,

# 9000000531

236 East 6th Avenue . Tallahassee, Florida 32303

INC.

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666. Fax (850) 222-1666

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### CERTIFICATE OF LIMITED PARTNERSHIP OF T.F.P. INVESTMENTS, LTD

THE UNDERSIGNED, desiring to form the Limited Partnership of T.F.P. INVESTMENTS, LTD. (the "Partnership"), pursuant to the Revised Uniform Limited Partnership Act of the State of Florida, hereby adopts, files, swears to and certifies this Certificate:

- Name. The name of the Partnership is T.F.P. INVESTMENTS, LTD. (the "Partnership").
- Location of the Principal Office and Mailing Address of the Partnership. The principal office of the Partnership is located at and its mailing address is 437 Gaston Foster Road. Orlando, FL 32807.
- Agent for Service of Process. The name and address of the agent for service of process on the Partnership shall be as follows:

Mark B. Thornton 437 Gaston Foster Road Orlando, FL 32807

Name and Business Address of the General Partner. The name and business address of the General Partner is as follows:

> T.F. Management, Inc. 437 Gaston Foster Road Orlando, FL 32807

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- Term of the Partnership. The Partnership shall continue in existence until 11:59 5. P.M. on December 31, 2099, unless sooner terminated, liquidated or dissolved by law or in accordance with the Partnership Agreement.
- Real Property. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership's name by the General Partner.

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.

IN WITNESS WHEREOF, the parties hereby have sworn to and signed and will cause to be duly filed this Certificate of Limited Partnership. This Certificate is executed this /// day of \_\_\_\_\_\_\_, 2000.

"General Partner"

T.E.-MANAGEMENT, INC

Mark B. Thornton

Its President

#### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Mark B. Thornton, President of MANAGEMENT, INC., as General Partner of T.F.P. INVESTMENTS, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, certifies on behalf of the Partnership as follows:

- At this time, no capital has yet been contributed to the Partnership by the limited partners.
- It is anticipated that the aggregate amount of capital to be contributed to the Partnership by the limited partners will total Two Million Dollars (\$2,000,000.00).

#### FURTHER AFFIANT SAYETH NOT.

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

Signed, sealed and delivered in the presence of:

MANAGEMENT, INC

Thornton

esident

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this March. 2000. by Mark B. Thornton, as President of TF MANAGEMENT, INC., General Partner of T.F.P. INVESTMENTS, LTD.

Personally Known OR

Produced Identification;

Type of Identification Produced: FL

MY COMMISSION # CC 658148 nded Thru Notary Public Underwriters

FRANCIS J. GRASSO

EXPIRES: June 23, 2001

ignature of Notary Public

Francis J. Grasso

Name of Notary Public

## CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 620.192, Florida Statutes, the following is submitted:

T.F. P. INVESTMENTS, LTD., a limited partnership formed pursuant to the laws of the State of Florida with its registered office at 437 Gaston Foster Road, Orlando, FL 32807, has named and designated Mark B. Thornton as its Registered Agent to accept service of process within the State of Florida at said address.

#### **ACKNOWLEDGMENT**

Having been named to accept service of process for the above-named limited partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 16th day of Marzell, 2000.

Mark B. Thornton Registered Agent