

# ADDENDUM 718

## HOLD



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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Willmar Investments, Ltd.

☐ Walk In

☐ Pick Up Time

☒ Certified Copy

☐ Mail Out

☐ Certificate of Status

☐ Will Wait

☐ Certificate of Good Standing

☐ Photocopy

### RUSH

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

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

Date: \_\_\_\_\_

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
00 MAY -1 AM 9:30

RECEIVED  
00 MAY -1 PM 4:02  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

3/2  
5/1

WILLMAR INVESTMENTS, LTD.

CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to § 620.108 of the Florida Statutes, the undersigned persons, desiring to form a Florida Limited Partnership, hereby swear to and affirm as follows:

1. The name of the Limited Partnership shall be WILLMAR INVESTMENTS, LTD.
2. The character of the business is the acquisition, development, ownership, renting, operation, and/or disposition by sale or exchange of real and/or personal property and/or any other lawful enterprise.
3. The location of the principal place of business is 241 Costanera Road, Coral Gables, Florida 33143. The name and address of the agent for service of process is Guillermo Rosell, 241 Costanera Road, Coral Gables, Florida 33143.
4. The names and business address of the General Partners shall be as follows:

Guillermo Rosell and Margarita Rosell  
241 Costanera Road  
Coral Gables, Florida 33143.
5. The mailing address for the Limited Partnership shall be as follows:

Willmar Investments, Ltd.  
241 Costanera Road  
Coral Gables, Florida 33143.
6. The term of the Partnership shall commence upon the filing of this Certificate of Limited Partnership with the Secretary of State of the State of Florida, and it shall continue for fifty (50) years from such filing, unless otherwise terminated or extended in accordance with the provisions of the Partnership Agreement.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
MAY -1 AM 9:31

IN WITNESS WHEREOF, the parties hereto have executed this Certificate of Limited Partnership on the 28 day of April, 2000, effective upon filing same with the Florida Department of State.

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DIVISION OF CORPORATIONS  
00 MAY 11 AM 9:34

WILLMAR INVESTMENTS, LTD.

BY:

Guillermo Rosell  
GUILLERMO ROSELL, General Partner

BY:

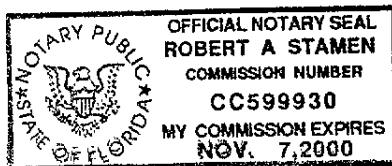
Margarita Rosell  
MARGARITA ROSELL, General Partner

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of April, 2000, by GUILLERMO ROSELL and MARGARITA ROSELL, who did execute the foregoing Certificate of Limited Partnership as General Partners, who are personally known to me ~~or who have provided~~ as identification, and being first duly sworn, acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

Robert A. Stamen  
Signature - NOTARY PUBLIC

ROBERT A. STAMEN  
Printed Name of NOTARY PUBLIC



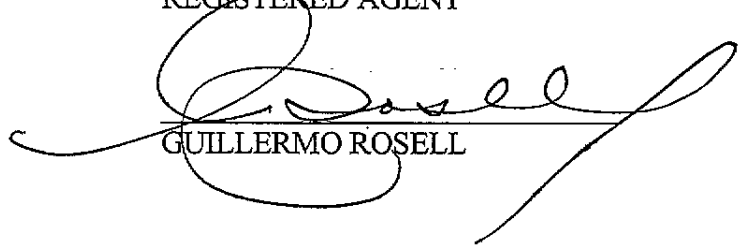
Notary Public  
Title

\_\_\_\_\_  
Commission Number

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for WILLMAR INVESTMENTS, LTD., a Florida limited partnership, in the foregoing Certificate of Limited Partnership, GUILLERMO ROSELL on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

  
GUILLERMO ROSELL

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DIVISION OF CORPORATIONS  
00 MAY - 11 AM 9:34

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared GUILLERMO ROSELL and MARGARITA ROSELL, the general partners of WILLMAR INVESTMENTS, LTD., a Florida limited partnership (hereinafter referred to as the "Partnership"), who upon being sworn, certified as follows:

The amount of initial capital contributions of the limited partners is \$100. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$5,000,000.

This 28<sup>th</sup> day of April, 2000.

FURTHER AFFIANTS SAYETH NAUGHT.

Under penalties of perjury, we declare that we have read the foregoing and the facts alleged are true, to the best of our knowledge and belief.

WILLMAR INVESTMENTS, LTD.

BY:

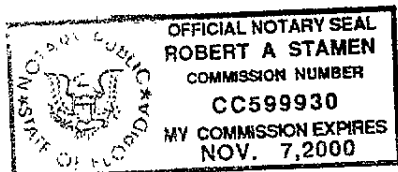
Guillermo Rosell  
GUILLERMO ROSELL, General Partner

BY:

Margarita Rosell  
MARGARITA ROSELL, General Partner

STATE OF FLORIDA       )  
                                      ) SS:  
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of April, 2000, by GUILLERMO ROSELL and MARGARITA ROSELL, who did execute the foregoing Affidavit of Capital Contributions as General Partners, who are personally known to me ~~or who~~ have provided \_\_\_\_\_ as identification, and being first duly sworn, acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.



Robert A. Stamen  
Signature - NOTARY PUBLIC

ROBERT A. STAMEN  
Printed Name of NOTARY PUBLIC

Stamp or Seal of Notary Public