



THE UNITED STATES CORPORATION COMPANY

AG0000000892

ACCOUNT NO. : 072100000032

REFERENCE : 640246 4728029

AUTHORIZATION :

Patricia Pujot

COST LIMIT : \$ 87.50

FILED IN STATES  
DEPARTMENT OF CORPORATIONS  
00 MAY 31 AM 9:37

ORDER DATE : March 27, 2000

ORDER TIME : 12:38 PM

ORDER NO. : 640246-005

000003187180--9

CUSTOMER NO: 4728029

CUSTOMER: Ms. Lisa Schillaci  
REDMOND & PARRINELLO  
REDMOND & PARRINELLO  
400 Executive Office Building  
36 West Main Street  
Rochester, NY 14614

(7)

DOMESTIC FILING

NAME: GVD LTD.

\*\*\*FILE 1ST\*\*\*

EFFECTIVE DATE:

       ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Ellyn Herndon

EXAMINER'S INITIALS: \_\_\_\_\_

300AUM7098

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 MAR 28 PM 1:39

RECEIVED

inc 5/31



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 28, 2000

ELLYN HERNDON  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: GVD LTD.  
Ref. Number: W00000008262

**RESUBMIT**

Please give original  
submission date as file date.

RECEIVED  
DIVISION OF CORPORATIONS  
12:09 PM 12 MAY 31 2000

We have received your document for GVD LTD. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

ALSO, in addition to the PRINCIPAL OFFICE ADDRESS, you must list the partnership's MAILING ADDRESS.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 300A00017098

RECEIVED  
00 MAY 31 AM 10:38  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**GV Delaney Ltd.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 31 AM 9:37

**WE**, the undersigned, desiring to form **GV Delaney Ltd.**, a limited partnership, pursuant to the laws of the State of Florida, hereby certify and swear this 25<sup>th</sup> day of May, 2000 that:

1. The name of the Limited Partnership is **GV Delaney Ltd.**

2. The business of the Limited Partnership shall be to acquire, own, operate and lease real estate in the name of the Limited Partnership or as a General Partner of a limited partnership, including certain properties with improvements to be built thereon in the State of Florida, including without limitation, the right to improve, manage, mortgage, refinance, sell and otherwise deal with and in every way to exercise complete control and dominion over said properties.

3. The principal place of business of the Limited Partnership shall be 2221 Lee Road, Suite 28, Winter Park, Florida 32789. This is also the Limited Partnership's mailing address.

4. The name and place or residence of each member of the Limited Partnership is as follows:

**GENERAL PARTNER:**

| <u>Name</u>                     | <u>Address</u>  | <u>Ownership Interest</u> |
|---------------------------------|---|---------------------------|
| GV Delaney Inc.<br>P00000025324 | 2221 Lee Road, Suite 28<br>Winter Park, Florida 32789 | 1%                        |

**LIMITED PARTNERS:**

| <u>Name</u>                      | <u>Address</u>  | <u>Ownership Interest</u> |
|----------------------------------|---|---------------------------|
| LeCesse Family Partnership, Ltd. | 2221 Lee Road, Suite 28<br>Winter Park, Florida 32789 | 99%                       |

5. The term of the Partnership shall commence on the date of the filing of this certificate with the Secretary of State of Florida, and shall terminate on the 31<sup>st</sup> day of December, 2041, unless soon terminated pursuant by the occurrence of any event described in Paragraph 12 below or by the occurrence of any event causing dissolution under the Florida Uniform Limited Partnership Act.

6. No property other than cash is to be contributed by the Limited Partners.

The amount of cash to be contributed by the Limited Partners is \$1.00.

7. No additional contribution is required to be made by the Limited Partner.

8. The Limited Partners shall be entitled to 99% of the Partnership profits or other compensation by way of income in any taxable year of the Partnership, provided, however, that if a Limited Partner withdraws as a limited partner prior to December 31, 1998, he shall not be entitled to any of the Partnership's profits or other compensation by way of income for periods either prior to or subsequent to the date of withdrawal. Except as provided in the preceding sentence, no Limited Partner shall have priority over any other Limited Partner as to contributions or as to compensation by way of income.

9. A Limited Partner shall not have the right to substitute any assignee or assignees as contributors in his place.

10. No additional or substituted Limited Partner may be admitted without the consent of the General Partner. The General Partner shall have the right, in its sole and absolute discretion, to admit additional or substituted Limited Partner. In the event of the bankruptcy, insanity, incompetency, or death of a Limited Partner, the General Partner may designate a substitute Limited Partner therefore.

11. The Partnership shall be dissolved upon: (a) the written consent of the General Partner or all Partners, (b) the sale, forfeiture or abandonment of all or substantially all of the Partnership's properties, or (c) the retirement, death, adjudication of insanity or incapacity, dissolution, liquidation, or bankruptcy of the General Partner. Upon the occurrence of any event described in (c) above, the remaining General Partner, if any, may continue the business of the Partnership, and the Partnership will not be dissolved.

12. A Limited Partner shall have no right to demand and receive property other than cash in return for her contribution.

13. The contributions of the Limited Partners are returnable in accordance with the provisions of Paragraph 8 above.

14. This Certificate may be executed in counterparts by the Limited Partners and General Partner and any Certificate so executed shall have the same force and effect, and shall be binding on and inure to the benefit of the Limited Partners, General Partner and their heirs, executors, administrators, successors, legal representatives and assigns in the same manner, as a single, integrated Certificate executed by the Limited Partners and General Partner.

[THE FOLLOWING PAGE IS THE SIGNATURE PAGE.]

FILED  
CLERK OF COURT  
00 MAY 01 AM 9:37  
STATE OF CALIFORNIA

IN WITNESS WHEREOF, the General Partner has signed this Certificate of Limited Partnership as of the 14<sup>th</sup> day of March, 2000.

FILED  
CLERK OF SUPERIOR COURT  
COUNTY OF CALIFORNIA  
00 MAY 31 AM 9:37

**GENERAL PARTNER:**

GV Delaney Inc., its General Partner

BY: Salvador F. Leccese  
Salvador F. Leccese, President

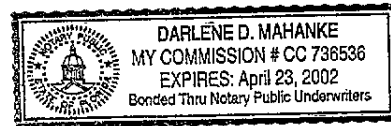
STATE OF FLORIDA )  
COUNTY OF ORANGE ) SS.:

I HEREBY CERTIFY, that the foregoing instrument was acknowledged before me this 20th day of May, 2000, by SALVADOR F. LECCESE, as President of GV Delaney Inc., the General Partner of GV Delaney Ltd., who is personally known to me (Yes) (No) or who produced \_\_\_\_\_ as identification and who (did) (did not) take an oath.

Darlene D. Mahanke  
Notary Public, State of Florida

Darlene D. Mahanke  
Printed Name of Notary Public

My Commission Expires: \_\_\_\_\_



**STATEMENT**

STATE BAR OF FLORIDA  
DIVISION OF CONDUCTIONS  
00 MAY 31 AM 9:37

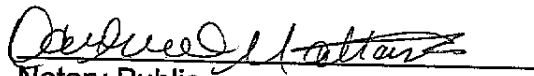
STATE OF FLORIDA )  
COUNTY OF ORANGE ) SS.:

SALVADOR F. LECCESE, being duly sworn deposes and states:

1. That he is the sole officer and director of GV DeLaney Inc., which is the General Partner of GV Delaney Ltd.
2. That he is personally willing to serve as a Registered Agent for the service of process by the receipt of any and all other documents. The address where he may be reached and which any and all documents should be forwarded and/or served is: 2221 Lee Road, Suite 28, Winter Park, Florida 32789.

  
\_\_\_\_\_  
SALVADOR F. LECCESE

Sworn to before me this  
26th day of May, 2000.

  
\_\_\_\_\_  
Notary Public



**AFFIDAVIT**

STATE OF FLORIDA )  
COUNTY OF ORANGE) ss.:

STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
00 MAY 31 AM 9:37

SALVADOR F. LECCESE, the sole officer and director of GV DeLaney Inc.

(the "General Partner") being duly sworn deposes and states as follows:

1. That GV DeLaney Inc. is the General Partner of GV Delaney Ltd., a Florida Limited Partnership.
2. The amount of capital contributions to date of the limited partners is \$0.
3. The total amount contributed and anticipated to be contributed by the limited partners at this time is \$100.00.

GV DELANEY INC.

BY: Salvador F. Leccese  
Salvador F. Leccese,  
President

Sworn to before me this  
26th day of May, 2000.

Darlene D. Mahanke  
Notary Public

