

# A00000001049

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MICHAEL J. CANAN  
ALLEN R. GROSSMAN

June 29, 2000

**PLEASE FILE THIS SECOND.**

Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, FL 32301

800003308588--9  
-06/29/00--01045--011  
\*\*\*1915.00 \*\*\*1837.50

To Whom It May Concern:

Enclosed for filing, please find a **CERTIFICATE OF LIMITED PARTNERSHIP**, an **AFFIDAVIT OF CAPITAL CONTRIBUTIONS**, **REGISTERED AGENT CERTIFICATE** and a **STATEMENT OF QUALIFICATION** along with a check in the amount of **\$1,915.00** for the applicable fees for filing and also fees for a **CERTIFIED COPY OF THE CERTIFICATE** and **CERTIFIED COPY OF THE STATEMENT** for the following entity:

**CAROLSTAN PROPERTIES, LTD. LLLP**

Upon receipt, please "date stamp" the enclosed copy of our letter and call Ann Cotroneo at 222-7717 when the documents are ready. Thank you for your assistance in this matter.

Very truly yours,

*Kelly B. Plante*  
Kelly B. Plante

KBP/amc  
Enclosures  
GHRCORP/GHR2.185  
Buchanan/10726-1

MELBOURNE  
(407) 727-8100

ORLANDO  
(407) 843-8880

TALLAHASSEE  
(850) 222-7717

RECEIVED  
00 JUN 29 AM 11:30  
DIVISION OF CORPORATIONS  
TALLAHASSEE

7/1 6/29

**CERTIFICATE OF LIMITED PARTNERSHIP  
AND AFFIDAVIT OF CAPITAL CONTRIBUTION OF  
CAROLSTAN PROPERTIES, LTD.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN 29 PM 3:38

This Certificate of Limited Partnership and Affidavit of Capital contribution executed this 26<sup>th</sup> day of June, 2000, by Carolstan, Inc., a Florida corporation, as General Partner of Carolstan Properties, Ltd., a Florida limited partnership (the "Partnership"). It is the intention of the parties that this Certificate of Limited Partnership and Affidavit of Capital Contribution evidences a limited partnership which complies with Chapter 620, Florida Statutes. The undersigned, upon being duly sworn, deposes and says:

1. Name of Partnership. The name of the limited partnership is:

Carolstan Properties, Ltd.

2. Office. The address of the office of the Partnership required by F.S. 620.105 shall be:

6450 University Boulevard  
Winter Park, Florida 32792

The records required to be kept by the Partnership pursuant to Section 620.106 Florida Statutes shall be maintained at the office of the Partnership.

3. Agent for Service of Process. The agent for service of process on the Partnership shall be:

Richard M. Robinson, Esquire  
301 East Pine Street, Suite 1400  
Orlando, Florida 32801

4. Name and Business Address of General Partner. The General Partner is:

Carolstan, Inc.

The address of the General Partner is:

6450 University Boulevard  
Winter Park, Florida 32792

PO00000063308

5. Mailing Address of Limited Partnership. The mailing address for the Partnership is:

6450 University Boulevard  
Winter Park, Florida 32792

6. Latest Date of Dissolution. The latest date upon which the Partnership is to dissolve shall be December 31, 2090.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the day, month and year first above written.

WITNESS:

*Norm Lieberman*

NORM Lieberman

GENERAL PARTNER:

CAROLSTAN, INC., a Florida corporation

By: *Robert J. Hoffman*  
Robert J. Hoffman  
Its: Managing Shareholder

#### CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Certificate and Agreement of Limited Partnership of Carolstan Properties, Ltd., I hereby accept and agree to act in this capacity.

*Richard M. Robinson*  
Richard M. Robinson

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN 29 PM 3:38

**AFFIDAVIT OF CAPITAL CONTRIBUTION**  
**OF THE LIMITED PARTNERS**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN 29 PM 3:38


Carolstan, Inc., the sole General Partner of Carolstan Properties, Ltd., a Florida limited partnership, through its duly authorized officer, states as follows:

1. The amount of the capital contribution that has been made by the Limited Partners is: \$100.00
2. The total amount anticipated to be contributed by the Limited Partners is \$20,000,000

FURTHER the Affiant sayeth naught.

GENERAL PARTNER:

CAROLSTAN, INC., a Florida corporation

By:   
Robert J. Hoffman  
Its: Managing Shareholder