

Division of Corporations

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Florida Department of State

**Division of Corporations
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To:

Division of Corporations
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FROM:

Account Name : CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, PA
Account Number : 076077000355
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Fax Number : (813) 229-4133

FLORIDA LIMITED PARTNERSHIP**EMPIRE Florida Properties, Ltd.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$140.00

93500/97153

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AUDIT NO. H00000037098 1

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
EMPIRE FLORIDA PROPERTIES, LTD.**

THIS CERTIFICATE is made this 12th day of July, 2000, by EMPIRE Florida Management, Inc., a Florida corporation, which is the sole general partner of EMPIRE Florida Properties, Ltd., a Florida limited partnership (the "Partnership"). The undersigned certifies as follows:

1. The name of the limited partnership is EMPIRE Florida Properties, Ltd.
2. The address of the office required to be maintained by the Partnership in Florida pursuant to Section 620.105 of the Florida Statutes is One Harbour Place, 777 South Harbour Island Blvd., Tampa, Florida 33602-5730, and the name and address of the agent for service of process is Carlton, Fields, Ward, Emmanuel, Smith & Cutler, P.A., c/o Lavinia James Vaughn.
3. The name of the sole general partner of the Partnership is EMPIRE Florida Management, Inc., a Florida corporation, and its business address is 18856 S.E. Red Apple Lane, Jupiter, Florida 33458. *800-66923*
4. The mailing address of the Partnership is 18856 S.E. Red Apple Lane, Jupiter, Florida 33458.
5. The latest date upon which the Partnership is to dissolve is 2030.
6. This Certificate of Limited Partnership is made in accordance with Section 620.108 of the Florida Statutes.

EMPIRE FLORIDA MANAGEMENT, INC.,
a Florida corporation

By: 

Eric M. Paul
President

FILED
00 JUL 14 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by:
Lavinia James Vaughn, Esq.
Florida Bar No. 608335
Carlton Fields
P. O. Box 3239
Tampa, FL 33601

AUDIT NO. H00000037098 1:

TPA#1626848.01

AUDIT NO. H00000037098 1

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for EMPire Florida Properties, Ltd., a Florida limited partnership, at the place designated in the attached Certificate of Limited Partnership, the undersigned hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

Dated this 12th day of July, 2000.

CARLTON, FIELDS, WARD, EMMANUEL,
SMITH & CUTLER, P.A.

By:

Lavinia James Vaughn
Lavinia James Vaughn
Authorized Agent

FILED
00 JUL 14 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUDIT NO. H00000037098 1

AUDIT NO. H00000037098 1

AFFIDAVIT

STATE OF FLORIDA


COUNTY OF St Lucie

BEFORE ME, the undersigned authority, personally appeared Eric M. Paul who, being by me first duly sworn, deposes and says:

1. I am the President of EMPire Florida Management, Inc., a Florida corporation, which is the sole general partner of EMPire Florida Properties, Ltd., a Florida limited partnership (the "Partnership"), and I am duly authorized to execute this affidavit on behalf of the Partnership.

2. The amount of the actual capital contribution of the limited partners to the Partnership is \$1,000 which is the total amount anticipated to be contributed by the limited partners.

3. This affidavit is made in compliance with Section 620.108(1) of the Florida Statutes.


Eric M. Paul

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL 14 PM 4:16

FILED

STATE OF FLORIDA

COUNTY OF St Lucie

Sworn to and subscribed before me this 11th day of July, 2000, by Eric M. Paul. He / / is personally known to me, or has produced / / his/her (state) driver's license, or / / his/her (type of identification) as identification, and did not take an oath.

Name: (Signature) Susan A. Aliff
(Legibly Printed) Susan A. Aliff

Serial No. CC 741774
Notary Public,
State of FLORIDA

(AFFIX OFFICIAL SEAL)



Susan A. Aliff
MY COMMISSION # CC741774 EXPIRES
June 20, 2002
BONDED THROUGH TROY EARN INSURANCE, INC.