



THE UNITED STATES
CORPORATION
COMPANY

A00000001146

ACCOUNT NO. : 072100000032

REFERENCE : 770400 82866A

AUTHORIZATION : *Patricia Pysant*

COST LIMIT : \$ 87.50

FILED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
JUL 20 2000 PM 5:27

ORDER DATE : July 20, 2000

ORDER TIME : 11:42 AM

ORDER NO. : 770400-010

CUSTOMER NO: 82866A

000003329750--8

CUSTOMER: John J. Lancaster, Esq
Clark & Campbell, P.a.

4740 Cleveland Heights Blvd

Lakeland, FL 33813

DOMESTIC FILING

NAME: GP-WINDOVER, LTD.

Please file 2nd

8001900039974

EFFECTIVE DATE:

(3)

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUL 20 PM 5:27 00 JUL 20 PM 12:53

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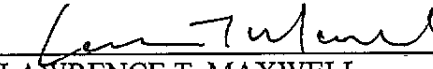
3/27/20

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
GP-WINDOVER, LTD.,
a Florida limited partnership**

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Partnership is: **GP-WINDOVER, LTD.**
2. The address of the office of the Partnership is: Post Office Box 5252, Lakeland, Florida 33802.
3. The name and address of the agent for service of process on the Partnership is **LAWRENCE T. MAXWELL, 5015 S. Florida Avenue, Suite 200, Lakeland, FL 33813.**

I accept the designation as Registration Agent for Service of Process:


LAWRENCE T. MAXWELL

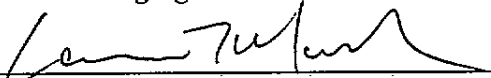
4. The name and business address of the general partner is: GPW-GP, LLC, a Florida limited liability company, 5015 S. Florida Avenue, Suite 200, Lakeland, Florida 33813.
L 00000008604
5. The mailing address for the Partnership is: Post Office Box 5252, Lakeland, Florida 33802.
6. The latest date upon which the Partnership shall dissolve is 2040.

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the General Partner of GP-Windover, Ltd., this 19 day of July, 2000.

**Signature of all General Partners:
GPW-GP, LLC,
a Florida limited liability company**

**By: A & M Business Properties, Inc.,
an Ohio corporation
Its Managing Member**

**By: 
LAWRENCE T. MAXWELL, Its President**

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
GP-WINDOVER, LTD.**

State of Florida
County of Polk

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BEFORE ME, the undersigned authority, personally appeared, LAWRENCE T. MAXWELL, President of A & M BUSINESS PROPERTIES, INC., an Ohio corporation, the managing member of GPW-GP, LLC, a Florida limited liability company, the general partner of GP-WINDOVER, LTD. (the "Partnership"), who, upon being sworn, certified as follows:

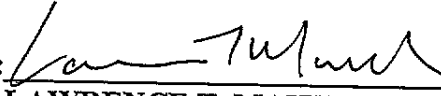
1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, \$1,000.00.
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

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

Signed this ^{19th} 20th day of July, 2000.

GENERAL PARTNER:
GPW-GP, LLC,
a Florida limited liability company

By: A & M Business Properties, Inc.,
an Ohio corporation
Its Managing Member

By: 
LAWRENCE T. MAXWELL, its President

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