The general partner is being formed today as well ent of State

Thenks you-

Florida Department of State

Division of Corporations
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Division of Corporations

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: (850) 922-4003

From:

Account Name : BROAD AND CASSEL (BOCA RATON)

Account Number : 076376001555 Phone : (561)483-7000

Fax Number : (561) 483-7321

O AUG 114 PM 12: 36 SECHTASSEE, FLORIDA

### FLORIDA LIMITED PARTNERSHIP

## DEERFIELD HOSPITALITY, LTD.

Certificate of Status	6
Certified Copy	0
Page Count	04
Estimated Charge	\$87.50

HB-1269

Fax Audit Number: <u>H00000042575 1</u>

### CERTIFICATE OF LIMITED PARTNERSHIP

OF

# DEERFIELD HOSPITALITY, LTD., a Florida limited partnership

The undersigned general partner desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

- I. The name of the limited partnership is DEERFIELD HOSPITALITY, LTD. (the "Partnership").
- 2. The address of the office of the Partnership is 1515 North Federal Highway, Suite 300, Boca Raton, Florida 33432.
- 3. The name and address of the agent for service of process on the Partnership is Jeffrey B. Hahn, 1515 North Federal Highway, Suite 300, Boca Raton, Florida 33432.
- 4. The name and business address of the general partner is as follows:

DEERFIELD HOSPITALITY, INC. V 1515 North Federal Highway, Suite 300 Boca Raton, Florida 33432

- 5. The mailing address of the Partnership is 1515 North Federal Highway, Suite 300, Boca Raton, Florida 33432.
- The latest date upon which the Partnership will dissolve is December 31, 2050.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This Certificate of Limited Partnership has been executed by the sole General Partner of DEERFIELD HOSPITALITY, LTD., this 10 day of August, 2000.

GENERAL PARTNER:

DEERFIELD HOSPITALITY, INC., a Florida corporation

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Michael Panakos, President

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### ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for DEERFIELD HOSPITALITY, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, 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

Dated: August 10 , 2000

Jeffrey B. Hahn

SECRETARY OF STATE

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#### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting the sole general partner of DEERFIELD HOSPITALITY, LTD., a Florida limited partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$100.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

Executed this 9 day of August, 2000.

#### FURTHER AFFIANT SAYETH NOT.

Under the 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.

GENERAL PARTNER

DEERFIELD HOSPITALITY, INC.,

a Florida corporation

Michael Panakos, President

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#### **AFFIDAVIT**

The undersigned being first duly sworn, deposes and says that:

- DEERFIELD HOSPITALITY, INC. (the "Corporation") has filed Articles
  of Incorporation with the Florida Division of Corporations;
- 2. The Corporation shall act as general partner to a Florida limited partnership (the "Partnership");
- The Partnership's Certificate of Limited Partnership is enclosed herein for filing with the Florida Division of Corporations; and
- The Corporation hereby grants its consent and permission to the Partnership to use the name "DEERFIELD HOSPITALITY, LTD."

Michael Panakos, President of
DEERFIELD HOSPITALITY, INC.,
Florida corporation

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this day of August, 2000, by Michael Panakos, President of DEERFIELD HOSPITALITY, INC., who is personally known to me or (\_) who has produced as identification.

KARIN SCHERTZER

COMMISSION # CC 718329

EXPIRES FEB 19, 2002

HONDED THRU

ATLANTIC BONDING CO., INC

Notary Public Name, KALIN SHERTZER

Commission Expires: Leo 10, 2002

Serial Number:

Fax Audit Number: H00000042575 1