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CORAL GABLES, FL 33134 - (305) 445-2700

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□ Walk-In □ Pick	up time Certified Copy)
Mail out Will	
NEW FILINGS	AMENDMENTS
Profit	Amendment
NonProfit	Resignation of R.A., Officer/Director
Limited Liability	Change of Registered Agent
Domestication	Dissolution/Withdrawal
Other	Merger 824
THER FILINGS	REGISTRATION/ QUALIFICATION
Annual Report	90003366169- -08/21/000108101 Foreign -08/21/000108101
Fictitious Name	X Limited Partnership *****87.50 *****87
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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

August 21, 2000

SPIEGEL & UTRERA, P.A.

TALLAHASSEE, FL

SUBJECT: MERCEDES LANDSCAPE, L.P.

Ref. Number: W0000020566

ON NIC 29 PM 3: 49

We have received your document for MERCEDES LANDSCAPE, L.P. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$87.50 payment.

Florida limited partnerships can't use the suffix "L.P."

Please use LTD., LIMITED, or LIMITED PARTNERSHIP.

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: 900A00044824



CERTIFICATE OF LIMITED PARTNERSHIP OF MERCEDES LANDSCAPE, LTD., a Florida limited partnership

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1993), hereby states

ARTICLE 1-NAME

The name of the Partnership is MERCEDES LANDSCAPE, LTD.

ARTICLE 2-OFFICE ADDRESS

The address of the office of the Partnership is 650 North 72nd Way, Hollywood, Florida 33024.

ARTICLE 3-MAILING ADDRESS

The mailing address of the Partnership is 650 North 72nd Way, Hollywood, Florida 33024.

ARTICLE 4-GENERAL PARTNER

The name and business address of the sole general partner is Anthony H. Gauch, 650 North 72nd Way, Hollywood, Florida 33024.

ARTICLE 5-REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Partnership is Spiegel & Utrera, P.A., located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Partnership is Spiegel & Utrera, P.A., located at 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 6-DISSOLUTION

The latest date upon which the Partnership shall dissolve is twenty years from the date of filing of this Certificate of Limited Partnership with the Florida Secretary of State.



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.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the sole General Partner of MERCEDES LANDSCAPE, LTD. this 23 August 2000.

GENERAL PARTNER:

Anthony A. Gauch

Natalia Utrera, Esquire Authorized Agent and Attorney at Law

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for MERCEDES LANDSCAPE, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, We hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent. Spiegel & Utrera, P.A., having a business office identical with the registered office of the Partnership name above, and having been designated as the Registered Agent in the above and foregoing Certificate of Limited Partnership, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Spiegel & Utrera, P.A.

Bv:

Natalia Utrera, Vice President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Natalia Utrera, Authorized Agent and Attorney at Law of Anthony H. Gauch the general partner of MERCEDES LANDSCAPE, LTD. (the "Partnership"), who, upon being duly sworn, certified as follows:

- 1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, FIVE THOUSAND and No/100 (\$5,000.00) Dollars.
- 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.

Natalia Utrera, Esquire

Dated this 23 August 2000

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Natalia Utrera, known to me to be the person who executed the foregoing Affidavit of Capital Contributions, and she acknowledged to me and before me that she executed this Affidavit as Authorized Agent and Attorney at Law of Anthony H. Gauch, sole General Partner of MERCEDES LANDSCAPE, LTD.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 23 August 2000.

Elsie Sanchez Commission # CC 741325 Expires June 21, 2002

(SEAL) EONDED THRU ATLANTIC BONDING CO., INC.

NOTARY PUBLIC, State of Florida at Large

SPIEGEL & UTRERA, P.A.

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