P.01/04 F-066

# 00001928 Division of Corporations

## Florida Department of State

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To:

Division of Corporations

: (850)922-4003 Fax Number

From:

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A. (WPB)

Account Number : 104075003305

: (561)659-5990

Fax Number

: (561)659-6313

## FLORIDA LIMITED PARTNERSHIP

Penn Florida Venture V, Ltd.

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0
03
\$96.25

200-1928 Or

## CERTIFICATE OF LIMITED PARTNERSHIP OF PENN FLORIDA VENTURE V, LTD.

This Certificate of Limited Partnership is prepared and filed in accordance with the provisions of the Uniform Limited Partnership Act as contained in Chapter 620 of the Florida Statutes.

- 1. The name of this Partnership is Penn Florida Venture V, Ltd.
- 2. The location of the principal place of business of the Partnership shall be: 1515 North Federal Highway, Suite 306, Boca Raton, Florida 33432, and the name and address of the agent for service of process is: Akerman, Senterfitt & Eidson, P.A., c/o Russell T. Kamradt, Shareholder, 777 South Flagler Drive, Suite 900 East Tower, West Palm Beach, Florida 33401.
- 3. The name and address of the General Partner is as follows: Penn Florida Venture V, Inc., a Florida corporation, 1515 North Federal Highway, Suite 306, Boca Raton, Florida 33432.
- 4. The mailing address of the Partnership is: 1515 North Federal Highway, Suite 306, Boca Raton, Florida 33432.
- The latest date upon which the Partnership is to dissolve is upon the occurrence of any of the following events: (a) midnight on December 31, 2020; (b) the sale of all or substantially all of the property held by the Partnership; (c) the determination by Partners holding a majority or more percentage interest in the Partnership; (d) the happening of any other event that makes it unlawful, impossible, or impractical to carry on the business of the Partnership; (e) the withdrawal or deemed withdrawal pursuant to the Partnership Agreement of the last remaining General Partner and failure by the Limited Partners to elect to continue the Partnership and select a successor General Partner as provided in the Partnership Agreement; or (f) the occurrence of an event specified under the laws of the State of Florida as one effecting addissolution (except as otherwise provided in the Partnership Agreement).

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limster.

Partnership as of the Han day of October, 2000, and hereby affirms under the penalties of perjury that the facts stated in this Certificate are true.

GENERAL PARTNER:

PENN FLORIDA VENTURE V, PAC

corporation

Mark A. Gensheimer, President

Russell T. Kamradt, Esquire Florida Bar No. 262153 Akerman, Senterfitt & Eidson, P.A. 777 South Flagler Drive, Suite 900 East Tower West Palm Beach, Florida. 33401 Telephone. (561) 659-5990 a Florida

## ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent, is familiar with, and accepts the obligations of, Section 620.192, Florida Statutes.

Akerman, Senterfitt & Eidson, P.A.

Date: October 4, 2000

Russell T. Kamradt, Shareholder

OODEC 14 PM 3: 16

### **AFFIDAVIT**

STATE OF FLORIDA	}
COUNTY OF PALM BEACH	)

Before me, the undersigned authority duly authorized to acknowledge oaths, personally appeared Mark A. Gensheimer, as President of Penn Florida Venture V, Inc., a Florida corporation, who upon eath duly sworn deposed and stated as follows:

That he is the President of Penn Florida Venture V, Inc. a Florida corporation, the General Partner of Penn Florida Venture V, Ltd., a Florida limited partnership (the "Partnership"), and has the authority to make this Affidavit on behalf of the Parmership.

That the amount of the capital contributions of the Limited Partners of the Partnership, and the total amount anticipated to be contributed by the Limited Partners of the Partnership is \$1000.00.

Further, Affiant sayeth naught.

Penn Florida Venture V, Inc., a Florida corporation as General Partner of Penn Florida Venture V. Ltd.

Mark A. Gensheimer, President

Sworn to and subscribed before me this 14 day of October, 2000.

Notary Public

Printed or typed name:

OR produced identification

Type of identification:

My Commission Expires:

(SEAL)

TEHESA M. DEE CF COMMISSION & CC 765113 EXPIRES. September 21, 2002