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ACCOUNT NO. : 072100000032

REFERENCE : 167417 80640A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 30, 2001

ORDER TIME : 1:50 PM

ORDER NO. : 167417-010

CUSTOMER NO: 80640A

CUSTOMER: Mr. Christopher M. Fear
Gray Harris Robinson
Lane Trohn
One Lake Morton Drive

Lakeland, FL 33801

DOMESTIC FILING

NAME: KA PARTNERS, LTD.

★★ File 2nd ★★

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

FILED
01 MAY 30 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
2001 MAY 30 PM 12:27
DIVISION OF CORPORATIONS
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

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-05/30/01--01067--016
****423.50 ****423.50

BK

CERTIFICATE OF LIMITED PARTNERSHIP**OF****KA PARTNERS, LTD., a Florida limited partnership**

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

1. The name of the limited partnership is KA PARTNERS, LTD., a Florida limited partnership.

2. The address of the office of the limited partnership is:

15905 81st Street
Scottsdale, AZ 85260

3. The name and address of the agent for service of process required to be maintained in accordance with Section 620.105 of the Florida Statutes is:

Christopher M. Fear
One Lake Morton Drive
Lakeland, FL 33801

4. The name and business address of the General Partner of the limited partnership is as follows:

of Polk County
KA Properties, Inc., a Florida corporation
15905 81st Street
Scottsdale, AZ 85260

5. The mailing address of the limited partnership is:

15906 81st Street
Scottsdale, AZ 85260

6. The latest date upon which the partnership shall be dissolved is December 31, 2050.

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

FILED
01 MAY 30 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Limited Partnership has been signed by the sole General Partner of KA Partners, Ltd. on this 29th day of May, 2001.

OF POLK COUNTY
KA PROPERTIES, INC., a Florida
corporation, General Partner

By: Kenneth H. Day
Kenneth H. Day, President

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MAY 30 PM 4:43
CLERK OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Certificate of Limited Partnership as the Registered Agent for KA PARTNERS, LTD., hereby accepts such appointment this 29th day of May, 2001.

Christopher M. Fear
CHRISTOPHER M. FEAR

**AFFIDAVIT OF CAPITAL CONTRIBUTION
FOR
KA PARTNERS, LTD., a Florida limited partnership**

The undersigned, the sole General Partner of KA PARTNERS, LTD., a Florida limited partnership, certifies that:

1. The amount of capital contributions of the limited partners as of the date of this Affidavit is \$0.00.
2. The amount of capital contributions anticipated at this time to be contributed by the limited partners totals \$48,000.00.

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

Signed this 29th day of May, 2001.

OF POLK COUNTY
KA PROPERTIES, INC., a Florida
corporation ¹

By: Kenneth H. Day
Kenneth H. Day, President

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01 MAY 30 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA