

CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILE 1<sup>ST</sup>

FILING COVER SHEET  
ACCT. #FCA-14

A01000000861

CONTACT: CINDY HICKS

DATE: 6-29-01

REF. #: 0174.17150

CORP. NAME: PALM WALK GROUP, LTD.

FILED  
01 JUN 29 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT          | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK         | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input checked="" type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                         | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1                          | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER:                      |   |  |

000004451640--5  
-06/29/01--01040--013  
\*\*\*1837.50 \*\*\*1837.50

STATE FEES PREPAID WITH CHECK# 15636 FOR \$ 1837.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED: BK

COST LIMIT: \$

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 JUN 29 AM 10:53  
NOT RETURNED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

CERTIFICATE OF LIMITED PARTNERSHIP

PALM WALK GROUP, LTD.,  
a Florida limited partnership

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TALLAHASSEE, FLORIDA

The undersigned general partners desiring to form a limited partnership ("Partnership" pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 620 of the Florida Statutes, does hereby state the following:

1. The name of the Partnership is:  
  
PALM WALK GROUP, LTD.
2. The mailing address of the Partnership is:  
  
240 South Pineapple Avenue  
Tenth Floor  
Sarasota, Florida 34236
3. The principal office address of the Partnership is:  
  
240 South Pineapple Avenue  
Tenth Floor  
Sarasota, Florida 34236
4. The name and address of the registered agent of the Partnership is:  
  
Mark S. Kauffman  
455 Longboat Club Road, Apt. PH-4  
Longboat Key, Florida 34228
5. The name and address of the general partners of the Partnership are:  
  
David S. Band  
240 South Pineapple Avenue  
Tenth Floor  
Sarasota, Florida 34236  
  
The Kauffman Family Partnership #2, Ltd.  
c/o Mark S. Kauffman  
455 Longboat Club Road, Apt. PH-4  
Longboat Key, Florida 34228

A95000001855

R P W of Sarasota, Inc.  
1741 Main Street  
Suite 101  
Sarasota, Florida 34236

PO10000 63414

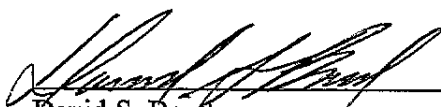
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SECRETARY OF STATE

6. The Partnership is to exist perpetually.
7. The effective date of this Partnership shall be the effective date of the filing of this Certificate of Limited Partnership with the Department of State.

The execution of this Certificate of Limited Partnership by the undersigned general partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

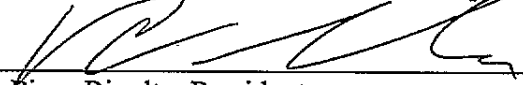
IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the undersigned general partners of PALM WALK GROUP, LTD., a Florida limited partnership, this 28th day of June, 2001.

WITNESSES:

  
\_\_\_\_\_  
David S. Band

THE KAUFFMAN FAMILY PARTNERSHIP #2,  
LTD., a Florida limited partnership  
By: KAUFFMAN PROPERTIES CORPORATION-  
TWO, a Florida corporation, General Partner

By:   
\_\_\_\_\_  
Mark S. Kauffman, President

R P W OF SARASOTA, INC., a Florida corporation  
By:   
\_\_\_\_\_  
Piero Rivolta, President

"GENERAL PARTNERS"

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

PALM WALK GROUP, LTD.,  
a Florida limited partnership

Having been named to accept service of process for PALM WALK GROUP, LTD., a Florida limited partnership, at the place designated in the foregoing Certificate of Limited Partnership, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192 of the Florida Statutes.

Date: June 28, 2001

Mark Kauffman  
Mark S. Kauffman

"REGISTERED AGENT"

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF SARASOTA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

PALM WALK GROUP, LTD.,  
a Florida limited partnership

BEFORE ME, the undersigned Notary Public, personally appeared the general partners of PALM WALK GROUP, LTD., a Florida limited partnership, ("Partnership,") who, upon being duly sworn, certified as follows:

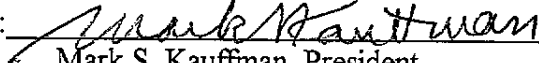
1. The amount of the capital contributions of the limited partners of the Partnership is: \$4,242,500.00
2. The amount of additional capital contributions of the limited partners of the Partnership anticipated is: \$0.


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

WITNESSES:

  
David S. Band

THE KAUFFMAN FAMILY PARTNERSHIP #2,  
LTD., a Florida limited partnership  
By: KAUFFMAN PROPERTIES CORPORATION-  
TWO, a Florida corporation, General Partner


By:   
Mark S. Kauffman, President

R P W OF SARASOTA, INC., a Florida corporation  
By:   
Piero Rivolta, President

"GENERAL PARTNERS"

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TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me, this 28<sup>th</sup> day of June, 2001, by David S. Band and Mark S. Kauffman as President of Kauffman Properties Corporation-Two, as general partner of The Kauffman Family Partnership #2, Ltd., Piero Rivolta as President of R P W of Sarasota, Inc., as general partners of PALM WALK GROUP, LTD., a Florida limited partnership, who are personally known to me and who did not take an oath.

 Jack M. Maag  
My Commission CC677771  
Expires September 7, 2001

Jack M. Maag  
Notary Public  
Print Name JACK M. MAAG

My Commission Expires \_\_\_\_\_

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TALLAHASSEE, FLORIDA