

AUG-08-2001 WED 04:40 PM

FAX NO.

P. 01/04

Division of Corporations

<http://ccfss1.dss.state.fl.us/scripts/cfilcovr.exe>

A0100000/073

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000088622 5)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : I19980000090
Phone : (407) 839-4200
Fax Number : (407) 425-8377

FLORIDA LIMITED PARTNERSHIP

Heritage GP 2002, Ltd.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$87.50

FILED
01 AUG -8 PM 1:08
TALLAHASSEE, FLORIDA

01 AUG -8 PM 1:08

FILED

AL

RECEIVED
01 AUG -9 AM 7:35
TALLAHASSEE, FLORIDA

01 AUG -9 AM 7:35

RECEIVED

Florida Dept. of State Electronic Filing

Facsimile Audit No. H010000886225

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
HERITAGE GP 2002, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the general partner of HERITAGE GP 2002, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be HERITAGE GP 2002, LTD. (the "Partnership").

2. The address of the initial office where records shall be kept shall be 5505 N. Atlantic Avenue, #115, Cocoa Beach, Florida 32931. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

3. The name and initial business address of the General Partner is:

HERITAGE GP 2002, INC., a Florida corporation 901-78262
5505 N. Atlantic Avenue, #115
Cocoa Beach, Florida 32931

The initial mailing address of the limited partnership is P.O. Box 4961, Orlando, Florida 32802-4961.

4. The latest date upon which the Partnership is to dissolve shall be December 31, 2061.

This Certificate has been executed by the undersigned as of the 6th day of August, 2001.

GENERAL PARTNER:

HERITAGE GP 2002, INC.
a Florida corporation

By: James Kincaid
James Kincaid, Vice President

Florida Dept. of State Electronic Filing

Facsimile Audit No. H010000886225

Florida Dept. of State Electronic Filing

Facsimile Audit No. H010000886225**ACKNOWLEDGEMENT OF REGISTERED AGENT**

Having been designated as the Registered Agent for HERITAGE GP 2002, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in §620.192, Florida Statutes.

**B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC.**, a Florida corporation

By: Laurie L. Bergstresser

Laurie L. Bergstresser,
Vice President

Dated this 6th day of August, 2001.

FILED
01 AUG -8 PM 1:09
TALLAHASSEE, FLORIDA

Florida Dept. of State Electronic Filing

Facsimile Audit No. H010000886225

Florida Dept. of State Electronic Filing

Facsimile Audit No. H01000886225**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned being the general partner of HERITAGE GP 2002, LTD. and being duly sworn do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of HERITAGE GP 2002, LTD., with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$50.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNER:

HERITAGE GP 2002, INC.
a Florida corporation

By: James Kincaid
James Kincaid, Vice President

FILED
01 AUG -8 PM 1:09
TALLAHASSEE, FLORIDA

Dated this 6th of August, 2001.

STATE OF FLORIDA
COUNTY OF ORANGE Brevard

The foregoing instrument was acknowledged before me this 6th day of August, 2001, by James Kincaid, Vice President of Heritage GP 2002, Inc., the general partner of HERITAGE GP 2002, LTD., a Florida limited partnership. He is personally known to me or has produced N/A as identification and who did/did not take an oath.

Denise B. Lightbinder
(Signature of Notary Public)



(Typed name of Notary Public)
Notary Public, State of Florida
Commission No. _____
My commission expires: _____