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Holland & Knight LLP
Requester's Name:

315 So. Calhoun Street
Address

425-5675
City/State/Zip Phone #

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***1785.00 ***1785.00

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Liberty Waterford Lakes, Ltd.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

01 OCT 11 PM 3:40
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- Walk in
 Pick up time 4:30
 Certified Copy
 Certificate of Status
- Mail out
 Will wait
 Photocopy

BK

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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Examiner's Initials

**LIBERTY WATERFORD LAKES, LTD.
CERTIFICATE OF LIMITED PARTNERSHIP**

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TALLAHASSEE, FLORIDA

The undersigned General Partner files this Certificate of Limited Partnership of LIBERTY WATERFORD LAKES, LTD. with the Florida Department of State in order to form a Limited Partnership pursuant to §620.108 of the Florida Revised Limited Partnership Act (1986)(the "Act").

1. Name. The name of the limited partnership is LIBERTY WATERFORD LAKES, LTD.

2. General Partner. The name and the business address of the General Partner of the Limited Partnership is:

Liberty Waterford Lakes, Inc.
310 West Central Parkway
Suite 700
Altamonte Springs, Florida 32714

PO1 000094700

3. Recordkeeping Office. The address of the office at which the records of the partnership are maintained pursuant to the Act is 310 West Central Parkway, Suite 700, Altamonte Springs, Florida 32714

4. Registered Agent and Registered Office. The name and address of the agent for service of process is:

W. Michael Mikkelson
310 West Central Parkway
Suite 700
Altamonte Springs, Florida 32714

5. Partnership Mailing Address. The mailing address for the limited partnership is 310 West Central Parkway, Suite 700, Altamonte Springs, Florida 32714.

6. Latest Dissolution Date. The latest date upon which the limited partnership is to dissolve is December 31, 2041.

7. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

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

7.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Certificate; and

7.3 If, after the execution of this Certificate, the General Partner knows that any arrangement or other fact described in this Certificate has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the Act.

Executed this 10 day of October, 2001.

Liberty Waterford Lakes, Inc.
General Partner

By: Wm. Michael Mikkelson
W. Michael Mikkelson, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIBERTY WATERFORD LAKES, LTD.
ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

Dated this 10 day of October, 2001.

Wm. Michael Mikkelsen
W. Michael Mikkelson, Registered Agent

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TALLAHASSEE, FLORIDA

LIBERTY WATERFORD LAKES, LTD.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

1. Capital Contributions. The undersigned General Partner LIBERTY WATERFORD LAKES, LTD. declares the total amount of the Capital Contributions of the Limited Partners to the Limited Partnership to be Four Hundred Thousand Dollars (\$400,000.00) and the total amount of Capital Contributions contributed and anticipated at this time to be contributed by the Limited Partners to the Limited Partnership to be Four Hundred Thousand Dollars (\$400,000.00).

2. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

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

2.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Affidavit.

2.3 If, after the execution of this Affidavit, the General Partner knows that any fact described in this Affidavit has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Affidavit to be supplemented by filing a supplemental affidavit with the Department of State pursuant to the Act.

Executed by the General Partner on the date set forth below.

Liberty Waterford Lakes, Inc.
a Florida Corporation

Date: 10/10/01

By: Wm. Michael Mikkelsen
W. Michael Mikkelson,
President

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CLERK OF STATE
TALLAHASSEE, FLORIDA