

**A0100000/506**

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To:

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Fax Number : (850)205-0383

From:

Account Name : CAUTHEN AND FELDMAN, P.A.  
Account Number : I19980000085  
Phone : (352)343-2225  
Fax Number : (352)343-7759

**FLORIDA LIMITED PARTNERSHIP**  
**HOGSHEAD INVESTMENT PARTNERSHIP II, LTD.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$1,785.00

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Audit # H010001139848

**CERTIFICATE OF  
LIMITED PARTNERSHIP OF  
HOGSHEAD INVESTMENT PARTNERSHIP II, LTD.**

01 NOV 13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, constituting all of the general partners, hereby execute this Certificate of Limited Partnership for the purpose of forming a limited partnership under the laws of the State of Florida.

1. **Name of Partnership.** The name of the Partnership shall be HOGSHEAD INVESTMENT PARTNERSHIP II, LTD.

2. **Address of Recordkeeping Office; Agent for Service of Process.** The records to be kept pursuant to Florida Statute Section 620.106, shall be located at 3210 Fairway Lane, Orlando, FL 32804, and the name of the Partnership's agent for service of process is Rodney C. Hogshead, III, and the address of the registered agent is 3210 Fairway Lane, Orlando, FL 32804.

3. **Name and Business Address of the General Partners.**

(a) The name and address of the General Partners are:

<u>Name</u>	<u>Address</u>
RODNEY C. HOGSHEAD III, DOROTHY ANN GIOVANNELLI and MARY JO MOORE CO-TRUSTEES OF THE GEORGIANA HOGSHEAD FAMILY TRUST, dated September 20, 2000	Post Office Box 871 Plymouth, FL 32768
GEORGIANA HOGSHEAD	Post Office Box 871 Plymouth, FL 32768

4. **Mailing Address for the Limited Partnership.** The mailing address for the Limited Partnership shall be Post Office Box 871, Plymouth, FL 32768.

5. **Term.** The term for which the Partnership is to exist shall be from the filing of this Certificate in the Office of the Secretary of State of the State of Florida until the 31st day of December, 2051, unless sooner terminated in accordance with the Limited Partnership Agreement for HOGSHEAD INVESTMENT PARTNERSHIP II, LTD.

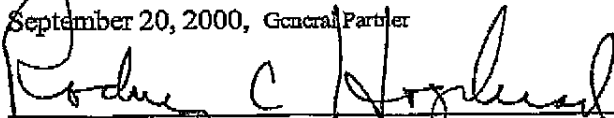
DATED this 30th day of October, 2001.

H. John Feldman, Esquire  
Florida Bar No. 382965  
CAUTHEN & FELDMAN, P.A.  
215 North Joanna Avenue  
Tavares, FL 32778  
(352) 343-2225  
Audit # H010001139848

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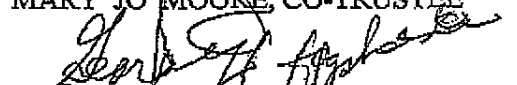
Under the penalties of perjury, we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

GEORGIANA HOGSHEAD FAMILY TRUST, dated  
September 20, 2000, General Partner

  
RODNEY C. HOGSHEAD, III, CO-TRUSTEE

  
DOROTHY ANN GIOVANNELLI, CO-TRUSTEE

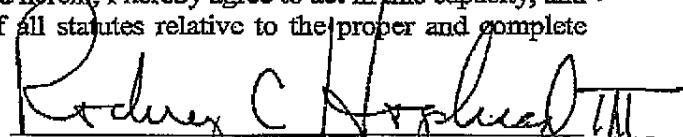
  
MARY JO MOORE, CO-TRUSTEE

  
GEORGIANA HOGSHEAD, General Partner

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the within Limited Partnership, at the place designated herein, 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.

  
Rodney C. Hogshead, III

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

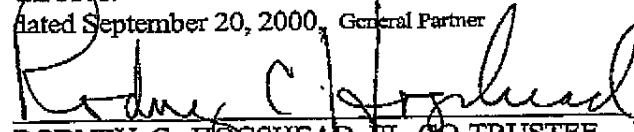
The undersigned, constituting all of the general partners of HOGSHEAD INVESTMENT PARTNERSHIP II, LTD, a Florida Limited Partnership, certify as follows:

1. To date, the amount of capital contribution of the limited partner is \$100.00.
2. The total amount contributed and anticipated to be contributed by the limited partner at this time totals \$2,499,900.00.

DATED this 30th day of October, 2001.


Under the 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.

GEORGIANA HOGSHEAD FAMILY TRUST,  
dated September 20, 2000, General Partner

  
RODNEY C. HOGSHEAD, III, CO-TRUSTEE

  
DOROTHY ANN GIOVANNELLI, CO-TRUSTEE

  
MARY JO MOORE, CO-TRUSTEE

  
GEORGIANA HOGSHEAD

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