

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

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2nd

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

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-12/07/01--01001--007
***1793.75 ***1793.75

DATE: 12-6-01

REF. #: 000672.3636

CORP. NAME: ECOVENTURE SANCERRE, LTD.

- | | | |
|--|---|--|
| <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: _____ | | |

RECEIVED
01 DEC -6 PM 4:07
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# _____ FOR \$ 1793.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

BK

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

Examiner's Initials

**CERTIFICATE OF LIMITED PARTNERSHIP OF
ECOVENTURE SANCERRE, LTD.**

The undersigned hereby executes and swears to 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 **ECOVENTURE SANCERRE, LTD.**

2. Address of Recordkeeping Office; Agent for Service of Process. The records to be kept pursuant to *Florida Statutes* Section 620.106 shall be located at **601 Bayshore Boulevard, Suite 960, Tampa, Florida 33606**, and the name of the Partnership's agent for service of process at said address is **Edward R. Oelschlaeger**.

3. Name and Business Address of the General Partner. The name and address of the General Partner are as follows:

<u>Name</u>	<u>Address</u>
ECOVENTURE SANCERRE, INC., a Florida corporation	601 Bayshore Boulevard, Suite 960 Tampa, Florida 33606

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TALLAHASSEE, FLORIDA

4. Mailing Address for the Limited Partnership. The mailing address for the Limited Partnership shall be **601 Bayshore Boulevard, Suite 960, Tampa, Florida 33606**.

5. Term. The term for which the Partnership is to exist shall be fifty (50) years from the filing of this Certificate in the Office of the Secretary of State of the State of Florida, unless sooner terminated in accordance with a Limited Partnership Agreement for **ECOVENTURE SANCERRE, LTD.**

DATED this 4th day of December, 2001.

GENERAL PARTNER:

ECOVENTURE SANCERRE, INC.,
a Florida corporation

By: 
Edward R. Oelschlaeger, President

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named 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.


EDWARD R. OELSCHLAEGER

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF
ECOVENTURE SANCERRE, LTD.**

I, **EDWARD R. OELSCHLAEGER**, being the President of **ECOVENTURE SANCERRE, INC.**, a Florida corporation, the sole General Partner of **ECOVENTURE SANCERRE, LTD.**, a Florida limited partnership (the "Partnership"), who, upon being sworn, certifies as follows:

1. The limited partners have contributed \$99.00 of capital to the Partnership.
2. It is anticipated that \$12,000,000.00 shall be contributed by the limited partners in the future.

DATED this 4th day of December, 2001.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

GENERAL PARTNER:

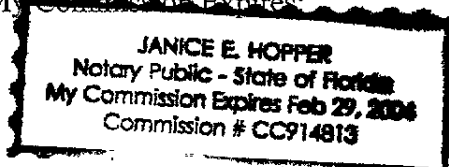
ECOVENTURE SANCERRE, INC.,
a Florida corporation

By: *Edward R. Oelschlaeger*
Edward R. Oelschlaeger, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this ____ day of December, 2001, by **EDWARD R. OELSCHLAEGER**, being the President of **ECOVENTURE SANCERRE, INC.**, a Florida corporation, the sole General Partner of the Partnership, who is personally known to me or who produced _____ as identification.

Janice E. Hopper
Notary Public
Print Name JANICE E HOPPER
Commission No: _____
My Commission Expires: _____



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TALLAHASSEE, FLORIDA