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FILED
02 JAN -4 PM 2:28
TALLAHASSEE, FLORIDA
CLERK OF STATE

ACCOUNT NO. : 072100000032

REFERENCE : 570493 80640A

AUTHORIZATION :

Patricia Pizito

COST LIMIT :

~~\$ 2500~~ ~~1782.00~~ 1837.86

ORDER DATE : December 31, 2001

ORDER TIME : 11:39 AM

100004749711--8

ORDER NO. : 570493-020

CUSTOMER NO: 80640A

CUSTOMER: John K. Vreeland, Esq
Gray Harris Robinson
Lane Trohn
One Lake Morton Drive

Lakeland, FL 33801

RESUBMIT

Please give original
submission date as file date.

RECEIVED
01 JAN 02 PM 4:02

DOMESTIC FILING

NAME: HIGHLANDS PROPERTIES LIMITED,
LLP

EFFECTIVE DATE:

(5)

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

RECEIVED
01 DEC 31 PM 12:12
DIVISION OF CORPORATION

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 31, 2001

JEANINE REYNOLDS
CSC
TALLAHASSEE, FL

SUBJECT: HIGHLANDS PROPERTIES LIMITED, LLP
Ref. Number: W01000029727

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02 JAN -4 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for HIGHLANDS PROPERTIES LIMITED, LLP and check(s) totaling \$1912.50. However, your check(s) and document are being returned for the following:

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

Please note that the amount required to file the LIMITED PARTNERSHIP is \$1,785. The amount required for the QUALIFICATION -- which is also being returned UNFILED -- is \$25.00. A certified copy of the qualification would be \$52.50.

So the TOTAL AMOUNT REQUIRED to file the limited partnership and the qualification and to obtain a certified copy of the qualification would be \$1,862.50.

Please return your filings with a check for ONLY the correct amount.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 301A00067707

**CERTIFICATE OF LIMITED PARTNERSHIP
FOR
HIGHLANDS PROPERTIES OF SEBRING LIMITED, LLP**

FILED
02 JAN -4 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Limited Partnership for HIGHLANDS PROPERTIES OF SEBRING LIMITED, LLP, a Florida limited partnership, is made pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Section 620.108 of the Florida Statutes as follows:

I. NAME OF LIMITED PARTNERSHIP

The name of the Partnership is HIGHLANDS PROPERTIES OF SEBRING LIMITED, LLP (referred to herein as the "Partnership").

II. PRINCIPAL PLACE OF BUSINESS OF PARTNERSHIP

The principal place of business and mailing address of the office of the Partnership is as follows:

4105 Layfatte Avenue
Sebring, Florida 33872

III. NAME AND ADDRESS OF REGISTERED AGENT

The name and address of the Registered Agent for the Partnership is as follows:

VINOD C. THAKKAR
4105 Layfatte Avenue.
Sebring, Florida 33872

IV. NAME AND BUSINESS ADDRESS OF THE GENERAL PARTNERS

The Partnership has one general partner whose name and address is as follows:

SEBRING MANAGEMENT, LLC
4105 Layfatte Avenue.
Sebring, Florida 33872

L01000022404

V. EFFECTIVE DATE OF THE PARTNERSHIP

The Partnership is formed with an effective date of January 1, 2002, or at the time of the filing of this Certificate of Limited Partnership with the Department of State, whichever date is later.

VI. LATEST DATE OF DISSOLUTION

The latest date upon which the Partnership is to dissolve is December 31, 2075.

IN WITNESS WHEREOF, this Certificate of Limited Partnership is signed by the general partner on this 19th day of December, 2001, and is made under penalties of perjury.

SEBRING MANAGEMENT

By :

Vinod C. Thakkar
VINOD C. THAKKAR, Member

FILED
JAN - 19
2:28
STATE
FLORIDA
TALLAHASSEE

ACCEPTANCE BY REGISTERED AGENT

The undersigned, VINOD C. THAKKAR, hereby accepts the designation as Registered Agent for HIGHLANDS PROPERTIES OF SEBRING LIMITED, LLP and agrees to serve as such Registered Agent in accordance with the provisions of Chapter 620 of the Florida Statutes.

Vinod C. Thakkar
VINOD C. THAKKAR, Registered Agent

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF HIGHLANDS

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02 JAN -4 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being first duly sworn according to law, deposes and says:

1. This Affidavit is given pursuant to Section 620.108 of the Florida Statutes.

2. The undersigned is the general partner of **HIGHLANDS PROPERTIES OF SEBRING LIMITED, LLP**, a Florida limited liability limited partnership (the "Partnership").

3. The capital contributions of the limited partners of the Partnership as specified in the Limited Partnership Agreement for the Partnership is Five Million Eight Hundred Forty One Thousand Dollars (\$5,841,000.00).

4. No additional capital contributions by the limited partners are anticipated at the present time.

Signed by the general partner of the Partnership this 27 day of December, 2001.

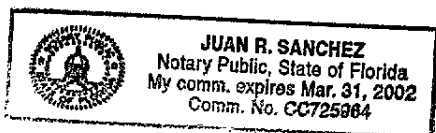
SEBRING MANAGEMENT, LLC

By: Vinod C. Thakkar
Vinod C. Thakkar, Manager

The foregoing instrument was acknowledged before me on this 27 day of December, 2001, by VINOD C. THAKKAR of SEBRING MANAGEMENT, LLC, a Florida limited liability company, on behalf of the company,

- [☒] who is personally known to me; or
[] who produced a driver's license issued by the Florida Department of Highway Safety and Motor Vehicles as identification.

(Affix Notary Seal)



Signature.

Juan R. Sanchez
NOTARY PUBLIC, State of Florida at Large

Typed Name:

My Commission Expires:

My Commission No.:

JUAN R. SANCHEZ
3/31/02
CC725964