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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850)-205-0383

From:

Account Name : CORPORATION SERVICE COMPANY

Account Number : I20000000195

Phone : (850) 521-1000

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FLORIDA LIMITED PARTNERSHIP

XTERRA LIMITED PARTNERSHIP

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JAN -8 PM 12:54

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JAN -8CERTIFICATE OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS

OF

XTERRA LIMITED PARTNERSHIP

The undersigned general partner files this Certificate of Limited Partnership of XTERRA Limited Partnership with the Florida Secretary of State pursuant to the requirements of Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act"), in order to form a Florida limited partnership.

.1. NAME. The name of the limited partnership is XTERRA Limited Partnership.

.2. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE OFFICE AT WHICH THE RECORDS REQUIRED TO BE MAINTAINED BY THE PARTNERSHIP UNDER THE ACT ARE KEPT IS: 1901 First Street North, #1306, Jacksonville, Florida 32250.

.3. REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE: Richard G. Parsons, whose business address is 1901 First Street North, #1306, Jacksonville, Florida 32250.

.4. NAME AND ADDRESS OF THE GENERAL PARTNER OF THE PARTNERSHIP ARE AS FOLLOWS:

NAMEADDRESS

R. G. Parsons, LLC

1901 First Street North, #1306
Jacksonville, Florida 32250

LO2-427

.5. THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL BE when this Certificate is filed with the Secretary of State.

.6. THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO BE DISSOLVED AND ITS AFFAIRS WOUND UP WILL BE: December 31, 2040.

.7. CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNERS: The limited partners will make initial capital contributions for their partnership interest of \$500,000 and it is anticipated that the limited partners may make additional capital contributions of up to \$1,000,000.

.8. AFFIRMATION. Each general partner hereby acknowledges that pursuant to the Act:

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.8.1 The execution of this certificate by the general partner constitutes an affirmation under penalties of perjury that the facts stated herein are true;

.8.2 The general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and

.8.3 If, after the execution of this certificate a 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 canceled or amended, or file a petition for its cancellation or amendment pursuant to the terms of the Act.

EXECUTED as of this 4th day of JANUARY, 2002.

GENERAL PARTNER:

R. G. PARSONS, LLC

By: Richard G. Parsons

RICHARD G. PARSONS

02 JAN - 8

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing was acknowledged before me this 4th day of January, 2002 by RICHARD G. PARSONS, who is (☒) personally known to me, or () who produced a Florida Driver's License as identification, and who did take an oath and personally appeared before me.

Kathleen H. Coon

NOTARY PUBLIC, State of Florida

Print Name:

My Commission Expires:

Commission Number:

KATHLEEN H. COON
Notary Public, State of Florida
My Comm. expires June 23, 2005
Comm. No. DD 028822

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091 and 620.105 Florida Statutes, the following is submitted:

XTERRA Limited Partnership, desiring to organize or qualify under the laws of the State of Florida hereby designates Richard G. Parsons as its registered Agent to accept service of process within the State of Florida and the address of its registered office shall be 1901 First Street North, #1306, Jacksonville, Florida 32250.

DATED this 4TH day of JANUARY, 2002.

GENERAL PARTNER:

R. G. PARSONS, LLC

By: 
RICHARD G. PARSONS

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as registered agent 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 statute relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 4TH day of JANUARY, 2002.


RICHARD G. PARSONS

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