

A02000000037

January 8, 2002

Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: **Little River Plantation, Ltd.**

Dear Sir/Madam:

Enclosed for filing please find (i) \_\_\_\_\_ for Little River Plantation, Ltd., (ii) Acceptance of Registered Agent and Registered Office, (iii) Affidavit of Capital Contributions, and (iv) a check in the amount of \$1,811.25 payable to the Florida Department of State for the following:

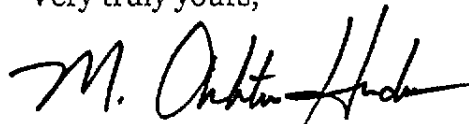
\$1,750.00	Filing Fee
8.75	Certificate of Status
<u>52.50</u>	Certified Copy
\$1,811.25	

300004763279--0  
-01/09/02--01038--021  
\*\*\*1811.25 \*\*\*1811.25  
900004763279--0  
-01/09/02--01038--022  
\*\*\*\*157.50 \*\*\*\*\*35.00

Please forward the Certified Copy and Certificate of Status to the address below. If you should have any questions or require an additional information please do not hesitate to contact me at the following address:

Ashton Hudson  
Rock Creek Capital  
1200 Riverplace Blvd., Suite 902  
Jacksonville, FL 32207  
(904) 393-9020

Very truly yours,

  
M. Ashton Hudson

Enclosures

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DIVISION OF CORPORATIONS

JB  
1-9-02

# **LITTLE RIVER PLANTATION, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the Florida Revised Limited Partnership Act (1986), Part I, Chapter 620, Florida Statutes (the "Act"), has entered into an Agreement of Limited Partnership and hereby certifies as follows:

1. **Name.** The name of the limited partnership is as follows:

Little River Plantation, Ltd.

2. **Address.** The mailing address and street of the principal place of business of the limited partnership is:

1200 Riverplace Boulevard  
Suite 902  
Jacksonville, FL 32207

3. **Registered Agent.** The name and address of (i) the agent for service of process, required to be maintained by Section 620.105 of the Act, and (ii) the registered agent and registered office, required to be maintained by Section 620.192 of the Act, for the limited partnership are as follows :

Ashton Hudson  
1200 Riverplace Blvd.  
Suite 902  
Jacksonville, FL 32207

4. **General Partner.** The name and address of the sole general partner of the limited partnership is as follows :

Little River Plantation, LLC  
1200 Riverplace Boulevard  
Suite 902  
Jacksonville, FL 32207

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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5. **Dissolution.** The latest date upon which the limited partnership is to dissolve is December 31, 2032.

WHEREFORE, this certificate has been executed by the sole general partner of the limited partnership in accordance with Section 620.114 of the Act on this 8th day of January, 2002.

**LITTLE RIVER PLANTATION, LLC**

By: Rock Creek Advisors, its manager

By: M. Ashton Hudson  
M. Ashton Hudson, Vice President


APPROVED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF DESIGNATION AS  
REGISTERED AGENT AND AGENT FOR SERVICE OF PROCESS**

The undersigned, having been designated the Agent for Service of Process pursuant to Section 620.105, Florida Statutes, and Registered Agent, pursuant to Section 620.192, Florida Statutes, of Little River Plantation, Ltd., a limited partnership to be formed concurrently herewith under the Florida Revised Uniform Limited Partnership Act (1986), does hereby accept such designation and the obligations provided for in Section 620.105 and 620.192, Florida Statutes.

  
Ashton Hudson

Dated: January 8, 2002

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, Ashton Hudson, who is the Vice President of Rock Creek Advisors, Inc., a Florida corporation, which is the Manager of Little River Plantation, LLC, a Florida limited liability company, which is the sole general partner of Little River Plantation, Ltd., a Florida limited partnership (the "Partnership"), certifies as follows:

1. The limited partners of the Partnership have not made initial capital contributions to the Partnership.
2. The additional amount anticipated to be contributed to the capital of the Partnership by the limited partners of the Partnership is \$6,000,000.

Dated as the 8<sup>th</sup> day of January, 2002.

Under penalty of perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.

### LITTLE RIVER PLANTATION, LLC

By: Rock Creek Advisors, its manager

By:

M. Ashton Hudson  
M. Ashton Hudson, Vice President

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TALLAHASSEE, FLORIDA

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