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March 18, 2002

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

600005114336--4
-03/18/02--01013--029
***1915.00 ***1837.50

To Whom It May Concern:

Enclosed for filing, please find the **CERTIFICATE OF LIMITED PARTNERSHIP AND AFFIDAVIT OF CAPITAL CONTRIBUTION**, and **STATEMENT OF QUALIFICATION** along with a check in the amount of **$1,915.00** for the applicable filing fees and to obtain a **CERTIFIED** copy of the **CERTIFICATE** for the following entity:

ROSA LP, LTD.

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the documents are ready. Thank you for your assistance in this matter.

Very truly yours,

Jill May

Jill W. May, Paralegal

/jwm
Enclosures

FILED
02 MAR 18 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 MAR 18 AM 11:51
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FILED
02 MAR 18 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP AND AFFIDAVIT OF CAPITAL CONTRIBUTION OF ROSA LP, LTD.

This Certificate of Limited Partnership and Affidavit of Capital Contribution executed this 15th day of March, 2002, by ROSA MANAGEMENT, INC., a Florida corporation, as General Partner of ROSA LP, LTD., a Florida limited partnership (the "Partnership"). It is the intention of the parties that this Certificate of Limited Partnership and Affidavit of Capital Contribution evidences a limited partnership which complies with Chapter 620, Florida Statutes. The undersigned, upon being duly sworn, deposes and says:

1. Name of Partnership. The name of the limited partnership is:

ROSA LP, LTD.

2. Office. The address of the office of the Partnership required by F.S. 620.105 shall be:

301 S. Orlando Avenue
Suite 200
Maitland, Florida 32751

The records required to be kept by the Partnership pursuant to Section 620.106, Florida Statutes, shall be maintained at the office of the Partnership.

3. Agent for Service of Process. The agent for service of process on the Partnership shall be:

Richard M. Robinson, Esquire
301 E. Pine Street, Suite 1400
Orlando, Florida 32801

4. Name and Business Address of General Partner. The General Partner is:

ROSA MANAGEMENT, INC., a Florida corporation
301 S. Orlando Avenue, Suite 200
Maitland, Florida 32751

5. Mailing Address of Limited Partnership. The mailing address of the Partnership is:

Post Office Box 1720
Winter Park, Florida 32790

6. Latest Date of Dissolution. The latest date upon which the Partnership is to dissolve shall be: December 31, 2099.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the day, month and year first above written.

WITNESS:

GENERAL PARTNER:

ROSA MANAGEMENT, INC., a Florida corporation

By: _____

Its: Pres.

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Certificate and Agreement of Limited Partnership of Rosa LP, Ltd., I hereby accept and agree to act in this capacity.

_____

Richard M. Robinson

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02 MAR 18 PM 3:17
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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTION
OF THE LIMITED PARTNERS

ROSA MANAGEMENT, INC., a Florida corporation, the sole General Partner of ROSA LP, LTD., a Florida limited partnership, through its duly authorized officer, states as follows:

1. The amount of the capital contribution that has been made by the Limited Partners is $100.00.

2. The amount anticipated to be contributed by the Limited Partners is $5,000,000.00.

FURTHER the Affiant sayeth naught.

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02 MAR 18 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GENERAL PARTNER:
ROSA MANAGEMENT, INC., a Florida corporation

By: _____
Roger W. Holler, III
Its: President