

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 100 • Tallahassee, Florida 32301
(850) 224-8870 • Fax (850) 224-1212

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Audubon Cove of Duval Co., Ltd.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE
- Art of Inc. File _____
☒ LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
☒ Cert. Copy _____
☒ Photo Copy _____
☒ Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
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UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____
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TALLAHASSEE, FLORIDA
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Signature _____

Requested by: SX

Name _____

Date

Time

Walk-In _____

Will Pick Up _____

STATE OF FLORIDA)
)
COUNTY OF ALACHUA)

CERTIFICATE OF
LIMITED PARTNERSHIP AGREEMENT
for

AUDUBON COVE OF DUVAL CO. LTD.

The undersigned, desiring to form a Limited Partnership pursuant to the laws of the State of Florida, and being severally sworn, certify as follows:

1. The name of the limited partnership is:

AUDUBON COVE OF DUVAL CO. LTD.

- 2 The principal place of business and the mailing address of the limited partnership is located at:

20725 S.W. 46th Avenue
Newberry, Florida 32669

3. The name and address of each General Partner interested in the limited partnership is as follows:

DAVIS HERITAGE LTD.
20725 S.W. 46th Avenue
Newberry, Florida 32669

Stefan M. Davis, Trustee
DAVIS FAMILY DYNASTY TRUST
20725 S.W. 46th Avenue
Newberry, Florida 32669

The name and address of each Limited Partner interested in the limited partnership is as follows:

Lisa M. Stephens
20725 S.W. 46th Avenue
Newberry, Florida 32669

DAVIS HERITAGE LTD.
20725 S.W. 46th Avenue
Newberry, Florida 32669

- 4 The name and address of the registered agent of this limited partnership is as follows:

Stefan M. Davis
20725 S.W. 46th Avenue
Newberry, Florida 32669

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TALLAHASSEE, FLORIDA

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5. The term for which the partnership is to exist is from the commencement date of the Agreement and shall continue in force until December 31, 2052 unless sooner terminated as provided in the Limited Partnership Agreement or by operation of law, at the discretion of the General Partner(s); or by the decision of any limited partner.

DATED: Newberry, Florida

This 1st day of February 2002.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement.

Signed, sealed and delivered
in our presence as witnesses:

Witnessed by:

Malcolm Furd
Stefan M. Davis

General Partner:
Davis Heritage Ltd.

Stefan M. Davis
Stefan M. Davis, Vice President
EarthArt, Incorporated, G.P.

Witnessed by:

Malcolm Furd
Stefan M. Davis

General Partner:
Davis Family Dynasty Trust

Stefan M. Davis
Stefan M. Davis, Trustee

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TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

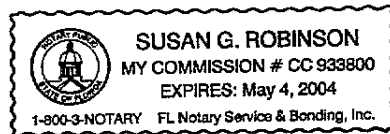
STATE OF FLORIDA

COUNTY OF ALACHUA

BEFORE ME this day, after being duly sworn, personally appeared Stefan M. Davis, Vice President of EarthArt Incorporated, General Partner of Davis Heritage, Ltd., and Trustee of Davis Family Dynasty Trust, being known by me to be the individual(s) described herein and he acknowledges before me that he executed the foregoing agreement freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 1st day of February 2002.

Susan G. Robinson
Notary Public



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TALLAHASSEE, FLORIDA

AFFIDAVIT AS TO CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS

STATE OF FLORIDA

COUNTY OF ALACHUA

BEFORE ME, the undersigned, constituting all of the General Partners of AUDUBON COVE OF DUVAL CO. LTD. Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$100.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00.

This 1st day of February 2002.

FURTHER AFFIANT SAYETH NOT.

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

Witnessed by:

Malcolm F. Davis

Lisa M. Davis

General Partner:

Davis Heritage Ltd.

Stefan M. Davis

Stefan M. Davis, Vice President
EarthArt, Incorporated, G.P.

Witnessed by:

Malcolm F. Davis

Lisa M. Davis

General Partner:

Davis Family Dynasty Trust

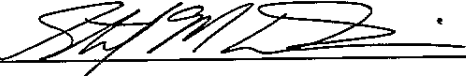
Stefan M. Davis

Stefan M. Davis, Trustee

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SOCIETY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT DESIGNATION

I, Stefan M. Davis, do hereby accept the designation as registered agent for AUDUBON COVE OF DUVAL CO. LTD., a Florida Limited Partnership.



Stefan M. Davis

Dated: February 1, 2002

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TALLAHASSEE, FLORIDA