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W02-13228 6/19
April 30, 2002

Miami
Maximilian J. Schenk,
M.P.A., J.D., LL.M.
Direct Dial: (305) 260-1017
mschenk@becker-poliakoff.com

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

**Re.: Florida Land Development Limited Partnership
Our File: K00641/079174**

Dear Madam or Sir:

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-05/03/02--01079--001
***1802.50 ***1802.50

Transmitted herewith are the following documents:

1. Certificate of Limited Partnership of Florida Land Development Limited Partnership.
2. Affidavit of Capital Contributions for Florida Land Development Limited Partnership.
3. Check payable to Florida Department of State in the amount of \$1,802.50 for filing fees and certified copy of documents.

Please file the above documents and return a certified copy of same to me in the enclosed postage pre-paid envelope.

Sincerely yours,

Mh

Maximilian J. Schenk
For the Firm

MJS/do
Enclosures
cc. client; Alexander Reus, Esq.
323316_1.DOC

FILED
02 JUN 19 PM 2:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 8, 2002

MAXIMILIAN J. SCHENK
BECKER & POLIAKOFF, P.A.
5201 BLUE LAGOON DRIVE, SUITE 100
MIAMI, FL 33126

SUBJECT: FLORIDA LAND DEVELOPMENT LIMITED PARTNERSHIP
Ref. Number: W02000013228

We have received your document for FLORIDA LAND DEVELOPMENT LIMITED PARTNERSHIP and your check(s) totaling \$1802.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 902A00028939



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 22, 2002

MAXIMILIAN J. SCHENK
BECKER & POLIAKOFF, P.A.
5201 BLUE LAGOON DRIVE, SUITE 100
MIAMI, FL 33126

SUBJECT: SOUTH FLORIDA LAND DEVELOPMENT LIMITED PARTNERSHIP
Ref. Number: W02000013228

We have received your document for SOUTH FLORIDA LAND DEVELOPMENT LIMITED PARTNERSHIP and your check(s) totaling \$1802.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 402A00032714



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 11, 2002

MAXIMILIAN J. SCHENK
BECKER & POLIAKOFF, P.A.
5201 BLUE LAGOON DRIVE, SUITE 100
MIAMI, FL 33126

SUBJECT: SOUTH FLORIDA LAND DEVELOPMENTS LIMITED
PARTNERSHIP
Ref. Number: W02000013228

We have received your document for SOUTH FLORIDA LAND DEVELOPMENTS LIMITED PARTNERSHIP and your check(s) totaling \$1802.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Adding an "s" to Development will not make the name distinguishable. Please be sure that you change the name wherever it appears throughout the document.

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 302A00038066

CERTIFICATE OF LIMITED PARTNERSHIP

OF

SOUTH FLORIDA LAND DEVELOPMENT LIMITED PARTNERSHIP

1. The name of the Limited Partnership shall be SOUTH FLORIDA LAND DEVELOPMENT GROUP LIMITED PARTNERSHIP.
2. The business address of the Limited Partnership shall be 11228 Boardwalk Place, Ft. Myers, FL 33908.
3. The name of the Registered Agent for service of process is **Denise Jarrett.**
4. The Florida street address of the Registered Agent is c/o Denise Jarrett 11228 Boardwalk Place, Ft. Myers, FL 33908.
5. The undersigned Registered Agent hereby accepts designation as Registered Agent for service of process.
6. The mailing address of the Limited Partnership shall be 11228 Boardwalk Place, Ft. Myers, FL 33908.
7. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2020.
8. The name(s) of general partner(s):

KDM Developers, Inc.,
a Florida Corporation

11228 Boardwalk Place
Ft. Myers, FL 33908

P02000015716

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 10th day of April 2002.

SIGNATURE OF ALL GENERAL PARTNERS:

KDM DEVELOPERS, INC.
a Florida corporation

By:

Kevin Jarrett
Kevin Jarrett, President

SIGNATURE OF REGISTERED AGENT

Denise Jarrett
Denise Jarrett, Registered Agent

02 JUN 19 PM 2:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR

SOUTH FLORIDA LAND DEVELOPMENT LIMITED PARTNERSHIP

The undersigned, constituting all of the General Partners of ~~SOUTH FLORIDA LAND DEVELOPMENT~~
GROUP **Limited Partnership**, a Florida Limited Liability Partnership (the "Company"), hereby certify:

1. The total amount contributed to date is \$1,000.00.
2. The total anticipated amount to be contributed by the Limited Partners totals \$10,000,000.00.

Signed this 19th day of April 2002.

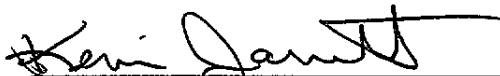
Further Affiant(s) sayeth not.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

GENERAL PARTNER

KDM DEVELOPERS, INC.
a Florida corporation

By:


Kevin Jarrett, President