

**A02000001030**

ACCOUNT NO. : 072100000032

REFERENCE : 682819 82724A

AUTHORIZATION :

COST LIMIT : \$ 140.00

*Patricia Piguet*

ORDER DATE : July 29, 2002

ORDER TIME : 3:05 PM

ORDER NO. : 682819-005

900006737739--1

CUSTOMER NO: 82724A

CUSTOMER: Emily D. Dawson, Secretary  
Conroy Coleman & Hazzard, P.a.

2640 Golden Gate Boulevard  
Suite 115  
Naples, FL 34105

DOMESTIC FILING

NAME: MARBELLA ESTATES, LTD.

EFFECTIVE DATE:

XX \_\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT.1115

EXAMINER'S INITIALS:

RECEIVED  
02 JUL 29 PM 3:53  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*7/30*

FILED  
02 JUL 29 PM 1:46  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

*up*

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
MARBELLA ESTATES, LTD.  
a Florida limited partnership**

The undersigned General Partners, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby state:

1. The name of the Limited Partnership is Marbella Estates, Ltd.
2. The address of the office of the Limited Partnership is c/o Boulder Venture, 4340 West Hillsborough Avenue, Suite 212, Tampa, Florida 33614.
3. The name of the Registered Agent for Service of Process on the Limited Partnership is: Stephen M. Hudoba.
4. The address of the Registered Agent is: Stephen M. Hudoba, 101 East Kennedy Boulevard, Suite 3700, Tampa, Florida 33614.
5. The mailing address of the Limited Partnership is c/o Boulder Venture, 4340 West Hillsborough Avenue, Suite 212, Tampa, Florida 33614.
6. The Limited Partnership exists in perpetuity.
7. The name and address of the General Partner is: KB Investment Holdings, Ltd., a Florida Limited Partnership, c/o Boulder Venture, 4340 West Hillsborough Avenue, Suite 212, Tampa, Florida 33614.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JUL 25 2002  
A-7

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

Signed this 25<sup>TH</sup> day of July, 2002.

**GENERAL PARTNER:**

**KB Investment Holdings, Ltd., a Florida  
limited partnership, as General Partner of  
Marbella Estates, Ltd., a Florida limited  
partnership**

By:

Robert E. Schmidt, Jr.

Its:

General Partner

*Ref*

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Robert E. Schmidt as General Partner of KB Investment Holdings, Ltd., a Florida limited partnership, the General Partner of Marbella Estates, Ltd.(the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Limited Partnership made by the limited partners is, in the aggregate, Fifty-one and 00/100 (\$51.00) Dollars.
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

FURTHER AFFIANT SAYETH NOT.

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

**GENERAL PARTNER:**

**KB Investment Holdings, Ltd., a Florida limited partnership, as General Partner of Marbella Estates, Ltd., a Florida limited partnership**

By:

Robert E. Schmidt *RS*

Its:

General Partner

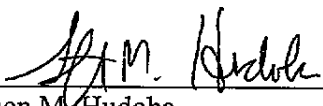
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 JUL 29 PM 1:46

*RS*

## ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for Marbella Estates, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and on behalf of the Limited Partnership, to accept service of process for the Limited Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Registered Agent:

  
\_\_\_\_\_  
Stephen M. Hudoba

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 JUL 29 PM 1:46

