

A-02000001274

CONROY, COLEMAN & HAZZARD, P.A.  
ATTORNEYS AT LAW

POINCIANA PROFESSIONAL PARK  
2640 GOLDEN GATE PARKWAY  
SUITE 115  
NAPLES, FLORIDA 34105

(239) 649-5200  
TELECOPIER (239) 649-8140

September 19, 2002

JAMES F. CAUDILL  
J. MICHAEL COLEMAN  
BOARD CERTIFIED CIVIL TRIAL LAWYER  
BOARD CERTIFIED BUSINESS LITIGATION LAWYER  
J. THOMAS CONROY, III  
BOARD CERTIFIED REAL ESTATE LAWYER  
ROBERT L. CROWN  
MICHAEL A. DURANT  
WILLIAM J. HAZZARD  
DAMIAN C. TAYLOR

Secretary of State  
The Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

700007902987--5  
-09/20/02--01076--009  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

*Via Federal Express*

Re: **Certificate of Limited Partnership for Shoppes at Quail Roost, Ltd.**

Dear Sir/Madam:

Enclosed please find the original and one copy of a Certificate of Limited Partnership for Shoppes at Quail Roost, Ltd. to be filed with the Secretary of State. Also enclosed you will find our check in the amount of Eighty-seven Dollars Fifty Cents (\$87.50) to cover the following costs:

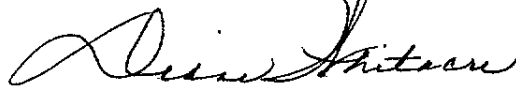
- 1) \$ 52.50 - Filing Fee; and
- 2) \$ 35.00 - Designation of Registered Agent.

TOTAL AMOUNT DUE - \$ 87.50

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.



Diane Whitacre  
Paralegal

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02 SEP 20 AM 9:12  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE

Encl.

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
SHOPPES AT QUAIL ROOST, LTD.**  
a Florida limited partnership

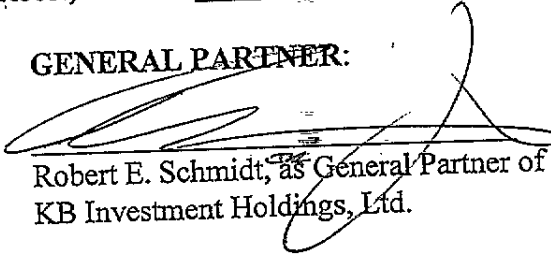
The undersigned General Partners, desiring to form a Limited Partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby state:

1. The name of the Limited Partnership is Shoppes at Quail Roost, Ltd.
2. The address of the office of the Limited Partnership is c/o Boulder Ventures, 4340 West Hillsborough Avenue, Tampa, Florida 33614.
3. The name and address of the agent for service of process on the Limited Partnership is Stephen M. Hudoba, 101 East Kennedy Blvd, Suite 3700, Tampa, Florida 33614.
4. The name and business address of the General Partner is: KB Investment Holdings, Ltd., a Florida Limited Liability Company, 4340 West Hillsborough Avenue, Tampa, Florida 33614.
5. The mailing address of the Limited Partnership is c/o Boulder Ventures, 4340 West Hillsborough Avenue, Tampa, Florida.
6. The Limited Partnership shall dissolve and commence winding up and liquidating December 31, 2025, unless all Partners agree to extend the term of the Partnership.

The execution of this certificate by the undersigned General Partner constitutes affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the General Partner of Shoppes at Quail Roost, Ltd. this 28<sup>th</sup> day of March, 2002.

**GENERAL PARTNER:**

  
Robert E. Schmidt, as General Partner of  
KB Investment Holdings, Ltd.

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DIVISION OF CORPORATIONS  
02-MAR-2002 AM 9:11

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

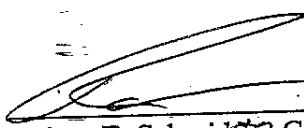
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Robert E. Schmidt, the General Partner of KB Investment Holdings, Ltd, a Florida Limited Partnership, as General Partner of Shoppes at Quail Roost, 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 No/100 (\$51.00) Dollars.
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

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.

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

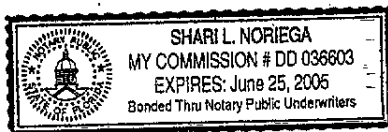
  
Robert E. Schmidt as General Partner of KB  
Investments, Ltd.

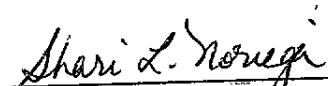
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Sworn to and subscribed before me this 28<sup>th</sup> day of March, 2002 by Robert E. Schmidt.

(SEAL)



  
Notary Public, State of Florida

Shari L. Noriega  
(Print, Type or Stamp Name of Notary Public)

Personally known

Type of Identification Produced

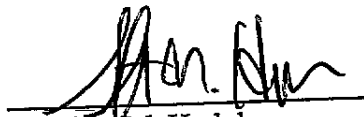
or

Corp/Certificate Limited

## ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for Shoppes at Quail Roost, 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

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