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DIVISION OF CORPORATIONS

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PORTER WRIGHT MORRIS & ARTHUR LLP

Attorneys & Counselors at Law

Joshua M. Bialek 941-593-2962 jbialek@porterwright.com 5801 Pelican Bay Boulevard

Suite 300

Naples, Florida 34108-2709

Facsimile:

941-593-2990

Toll Free:

800-876-7962

December 12, 2002

VIA UPS OVERNIGHT DELIVERY

Division of Corporations Registration Department 409 East Gaines Street Tallahassee, Florida 32399

35314 WOZ 3555

Re: Certificate of Limited Partnership of Westgate Associates Limited Partnership

Dear Registration Department:

Please find enclosed for filing: a) the Certificate of Limited Partnership of Westgate Associates Limited Partnership; b) the Affidavit of Capital Contributions; and c) the Certificate Designating Registered Agent. Please also find enclosed a check payable to the Department of State, Division of Corporations in the amount of \$735.00 for the filing fee and designation of registered agent.

If you have any questions, please do not hesitate to call me. Thank you for your assistance.

Sincerely,

Joshua M. Bialek

Enclosure



FLORIDA DEPARTMENT OF STATE Jim Smith Secretary of State

December 17, 2002

JOSHUA M. BIALEK PORTER WRIGHT MORRIS & ARTHUR 5801 PELICAN BAY BOULEVARD, SUITE 300 NAPLES, FL 34108-2709

SUBJECT: WESTGATE ASSOCIATES LIMITED PARTNERSHIP

Ref. Number: W02000035314

We have received your document for WESTGATE ASSOCIATES LIMITED PARTNERSHIP and your check(s) totaling \$735.00. 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) 245-6958.

Lee Rivers Document Specialist

Letter Number: 502A00066485



ACCOUNT NO. : 072100000032 REFERENCE: 866736 4718535 AUTHORIZATION : COST LIMIT : \$ PREPAID ORDER DATE: December 20, 2002 ORDER TIME: 12:52 PM ORDER NO. : 866736-005 Please give original CUSTOMER NO: 4718535 submission date as file date CUSTOMER: Joshua M. Bialek, Esq Porter Wright Morris & Arthur Suite 300 5801 Pelican Bay Boulevard Naples, FL 34108 DOMESTIC FILING NAME: WESTGATE MANAGEMENT ASSOCIATES LIMITED PARTNERSHIP *****OUR CLIENT SENT A CHECK TO THE STATE PREVIOUS WHEN THIS WAS ORIGINALLY SUBMITTED BY HIM FOR \$735.00. OUR CLIENT HE DID NOT RECEIVE A REJECTION LETTER, ONLY TALKED WITH BEENDA AT THE DIV. OF CORPORATIONS ABOUT THE REJECTION.

EXAMINER'S INITIALS:

EFFECTIVE DATE:

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

ARTICLES OF INCORPORATION

ARTICLES OF ORGANIZATION

CERTIFIED COPY
PLAIN STAMPED COPY

CERTIFICATE OF LIMITED PARTNERSHIP OF WESTGATE MANAGEMENT ASSOCIATES LIMITED PARTNERSHIP A FLORIDA LIMITED PARTNERSHIP

The undersigned General Partner, acting to form a limited partnership under the Florida Revised Uniform Limited Partnership Act, adopts the following certificate for such limited partnership.

FIRST: The name of the partnership is WESTGATE MANAGEMENT ASSOCIATES LIMITED PARTNERSHIP, a Florida limited partnership.

SECOND: The address of the office of the partnership at which place the records of the limited partnership shall be maintained is 27300 Riverview Center Boulevard, Suite 201; Bonita Springs, Florida 34134.

THIRD: The name and address of the agent for service of process is: Jeffrey & Kannensohn, Esq., 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108-2709.

FOURTH: The name and address of the sole general partner is as follows:

Name Address L07-31920

Cambridge Management Associates, LLC 27300 Riverview Center Blvd.
Suite 201

Bonita Springs, Florida 34134

FIFTH: The mailing address of the limited partnership is: 27300 Riverview Center Blvd., Suite 201, Bonita Springs, Florida 34134.

SIXTH: The latest date on which the limited partnership is to dissolve is December 31, 2101.

IN WITNESS WHEREOF, the general partner referenced above has executed this Certificate on the May of Develew, 2002. WESTGATE MANAGEMENT ASSOCIATES LIMITED PARTNERSHIP, a Florida limited partnership By: Cambridge Management Associates, LLC, General Partner State of Florida County of Lee BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared JOANNE H. MCGARVEY, as Managing Members of CAMBRIDGE MANAGEMENT ASSOCIATES, LLC, a Florida limited liability company as General Partner of Westgate Management Associates Limited Partnership, a Florida limited partnership ____ who produced _____ as identification or $\sqrt{}$ who is known to me and known by me to be the person who executed the foregoing Certificate of Limited Partnership, and she acknowledged before me that she executed this certificate. An oath was not administered. IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 18 day of Monthey, 2002. Signature of Notary Public (NOTARY SEAL) ristin Slo Dodziar Name of Notary Public Typed DD092815

Serial or License Number of

Notary Public

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, personally appeared, JOANNE H. MCGARVEY, as Managing Member of CAMBRIDGE MANAGEMENT ASSOCIATES, LLC, a Florida limited liability company, as the sole General Partner of WESTGATE MANAGEMENT ASSOCIATES LIMITED PARTNERSHIP, a Florida limited partnership, who certifies as follows:

The total amount of capital contributions contributed and anticipated to be contributed by the limited partners at this time totals \$100,000.00.

DATED this 18th day of December, 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.

WESTGATE MANAGEMENT ASSOCIATES
LIMITED PARTNERSHIP, a Florida limited_
partnership

By: Cambridge Management Associates, LLC, General Partner

By: Dome

SWORN TO AND SUBSCRIBED before me this 18 day of Secember

2002.

Kristin Slobodzian

My Commission DD092815

Expires February 17 2006

(NOTARY SEAL)

Signature of Notary Public

Name of Notary Public Printed or Typed

DD092815

Serial or License Number of Notary Public

My Commission Expires: 2/17/04

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING THE RESIDENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That WESTGATE MANAGEMENT ASSOCIATES LIMITED PARTNERSHIP, a Florida limited partnership, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in CERTIFICATE OF LIMITED PARTNERSHIP at City of Bonita Springs, County of Lee, State of Florida, has named Jeffrey S. Kannensohn, Esq., located at 5801 Pelican Bay Boulevard, Suite 300, City of Naples, County of Collier, State of Florida, as its Agent to accept service of process within this State.

WESTGATE MANAGEMENT ASSOCIATES LIMITED PARTNERSHIP, a Florida limited partnership

By: Cambridge Management Associates, LLC

Joanne H. McGarvey, Managing Member

HAVING BEEN NAMED to accept service of process for the above stated Limited Partnership, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

JEFFREY SKANNENSOHN, ESQ.,

Resident Agent