

A03 000000290

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000061078 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

FILED
03 FEB 24 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : STILES CORPORATION
Account Number : I20020000020
Phone : (954) 627-9156
Fax Number : (954) 627-9399

RECEIVED

03 FEB 24 PM 12:52

DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

Fountain Square Associates, Ltd.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$1,846.25

A03-290
CK

H03000061078 9

CERTIFICATE OF LIMITED PARTNERSHIP
OF
FOUNTAIN SQUARE ASSOCIATES, LTD.

The undersigned, being all of the general partners of Fountain Square Associates, a Florida general partnership ("Fountain Square"), hereby convert Fountain Square into Fountain Square Associates, Ltd., a Florida limited partnership (the "Partnership"), pursuant to and in accordance with Section 620.8902 of the Florida Revised Uniform Limited Partnership Act (Florida Statutes Section 620.101, et seq.) as follows:

1. Upon filing of this Certificate of Limited Partnership, Fountain Square shall be converted into the Partnership pursuant to the terms and conditions of Section 620.8902 of the Florida Statutes.

2. The name of the general partnership to be converted is Fountain Square Associates.

3. The conversion was approved of by the unanimous consent of all of the partners of Fountain Square Associates.

4. Name. The name of the limited partnership is Fountain Square Associates, Ltd.

5. Office Address. The address of the office of the Partnership in the State of Florida is:

Fountain Square, Ltd.
c/o Stiles Corporation
300 S.E. 2nd Street
Ft. Lauderdale, Florida 33301
Attn: Patricia Jones

6. Registered Agent. The name and address of the registered agent of the Partnership for service of process on the Partnership in the State of Florida is:

Patricia Jones
Fountain Square, Ltd.
c/o Stiles Corporation
300 S.E. 2nd Street
Ft. Lauderdale, Florida 33301

7. General Partner. The name and business address of the General Partner is:

S/BLP, Inc.
c/o Stiles Corporation
300 S.E. 2nd Street
Ft. Lauderdale, Florida 33301
Attn: Patricia Jones

903-20082

H03000061078 9

FILED
03 FEB 24 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H03000061078 9

8. Mailing Address. The mailing address of the Partnership is:

Fountain Square Associates, Ltd.
c/o Stiles Corporation
300 S.E. 2nd Street
Ft. Lauderdale, Florida 33301
Attn: Patricia Jones

9. Dissolution. The latest date upon which the Partnership will dissolve is December 31, 2051.

[Signatures on next page]

FILED
03 FEB 24 PM 3:03
CLERK OF STALE
TALLAHASSEE, FLORIDA

H03000061078 9

H03000061078 9

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Limited Partnership, in one or more counterparts, as of the 24th day of February, 2003.

FOUNTAIN SQUARE PROPERTY HOLDINGS,
LTD., a Florida limited partnership

By: Fountain Square Property Management,
Inc., its general partner

By: CW

Name: CRIS V. BROWNE

Title: Vice President

S/BLP, INC., a Florida corporation

By: [Signature]

Name: Rocco Ferrera

Title: Vice President

FOUNTAIN INVESTMENT GROUP, a Florida
general partnership

By: [Signature]

Name: Terrence W. Stiles

Title: Partner

03 FEB 24 PM 3:03
FILED
CLERK OF STATE
TALLAHASSEE, FLORIDA

H03000061078 9

H03000061078 9

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 620.192, the following is submitted:

Fountain Square Associates, Ltd., desiring to organize as a Limited Partnership under the laws of the State of Florida, has designated c/o Stiles Corporation, 300 S.E. 2nd Street, Ft. Lauderdale, Florida 33301, as its initial Registered Office, and has named Patricia Jones, at c/o Stiles Corporation, 300 S.E. 2nd Street, Ft. Lauderdale, Florida 33301, as its Registered Agent.

FOUNTAIN SQUARE PROPERTY HOLDINGS,
LTD., a Florida limited partnership

By: Fountain Square Property Management,
Inc., its general partner

By: CWName: CRIS V BROWNTitle: Vice President

FOUNTAIN INVESTMENT GROUP, a Florida
general partnership

By: Terry W. StilesName: Terry W. StilesTitle: Partner

S/BLP, INC., a Florida corporation

By: Rocco BarreraName: Rocco BarreraTitle: Vice President

Having been named Registered Agent for the above stated Limited Partnership, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties.

Patricia Jones
Patricia Jones
Registered Agent

Date: February 24, 2003

H03000061078 9

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, being the general partners of Fountain Square Associates, Ltd., a Florida limited partnership, upon penalty of perjury, certifies as follows:

1. The amount of capital contributions of the limited partners is \$730,000.
2. The total anticipated amount of the capital contributions of the limited partners is \$2,500,000.

Dated this 24th day of February, 2003.

S/BLP, INC., a Florida corporation

By: 

Name: Rocio Ferrera

Title: Vice President

CLERK OF STATE
TALLAHASSEE, FLORIDA

03 FEB 24 PM 3:03

FILED

H03000061078 9