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PICK-UP  WAIT  MAIL

(Business Entity Name)

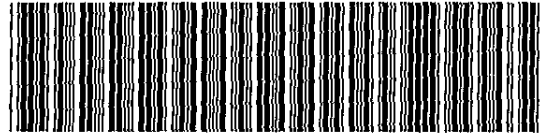
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SECTIONS  
TALLAHASSEE, FLORIDA

FILED  
03 APR 30 AM 10:08  
STATE  
TALLAHASSEE, FLORIDA

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April 29, 2003

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

C S Limited Partnership

**Filing Evidence**

- Plain/Confirmation Copy
- Certified Copy

**Retrieval Request**

- Photocopy
- Certified Copy

**Type of Document**

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

03 APR 29 11 10 AM '03  
 FILED  
 TALLAHASSEE, FLORIDA  
 STATE

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

X LP



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

April 29, 2003

UCC FILING & SEARCH

TALLAHASSEE, FL

SUBJECT: C S LIMITED PARTNERSHIP  
Ref. Number: W03000012203

FILED  
03 APR 30 AM 10:08  
STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
03 APR 30 PM 4:58  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for C S LIMITED PARTNERSHIP and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$1,785.00 payment.

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

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) 245-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 003A00025977

**CERTIFICATE OF LIMITED PARTNERSHIP**

03 APR 03  
FILED  
MAY 08  
TALLAHASSEE, FLORIDA

Pursuant to Section 620.8902, Florida Statutes, the following general partnership hereby submits this Certificate of Limited Partnership in order to convert the general partnership to a limited partnership.

- 1. C S Partnership, a Florida general partnership, shall be converted to C S Real Estate Limited Partnership, a Florida limited partnership.
- 2. The former name of the general partnership was "C S Partnership."
- 3. The name of the new limited partnership is "C S Real Estate Limited Partnership."
- 4. The conversion was unanimously approved by the partners and the number of votes cast was sufficient for approval.
- 5. The business address of the limited partnership is 3080 Grand Bay Boulevard, #546, Longboat Key, Florida 34228. This is also the limited partnership's mailing address.
- 6. The name of the registered agent for service of process is Jeff M. Novatt, Esq., and the Florida street address for the registered agent is 821 Fifth Avenue South, Suite 201, Naples, Florida 34102.
- 7. Having been named to accept service of process for this limited partnership, at the place designated above, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida States, relative to keeping open said office.

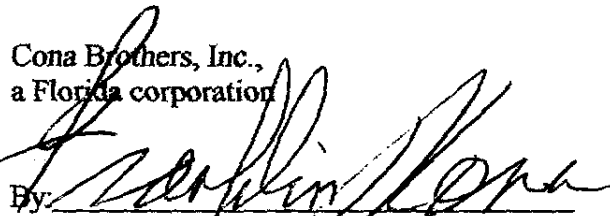
  
Jeff M. Novatt, Esq., Registered Agent

8. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2053.

9. Name of the general partner:	Street Address:
803 0000 4004 9 Cona Brothers, Inc., a Florida corporation	3080 Grand Bay Boulevard, #546, Longboat Key, Florida 34228.

*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 April, 2003.

Cona Brothers, Inc.,  
a Florida corporation  
  
By: Franklin J. Cona  
Franklin J. Cona, President

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR FLORIDA LIMITED PARTNERSHIP**

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TALLAHASSEE FLORIDA

*The undersigned, constituting all of the general partners of C S Real Estate Limited Partnership, a Florida limited partnership, certify:*

The amount of capital contributions to date of the limited partners is \$100.00.

In addition to the amount of capital contributions to date set forth above, it is anticipated that the limited partners will contribute an additional \$4,999,900, for a total amount contributed and anticipated to be contributed of \$5,000,000.

Signed this 25<sup>th</sup> day of April, 2003.

FURTHER AFFIANT SAYETH NOT.

*Under the 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.*

Signature of sole General Partner:

Cona Brothers, Inc.,  
a Florida corporation

By: 

Franklin J. Cona, President