

Division of Corporations

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Florida Department of State
Division of Corporations
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(((H03000217899 1)))

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

From: Account Name : KAY LAW OFFICES
Account Number : I20020000074
Phone : (561)776-9580
Fax Number : (561)776-9578

FLORIDA LIMITED PARTNERSHIP**RESPARK ORLANDO, LTD.**

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$1,793.75

03 JUN 20 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

66-2003

**CERTIFICATE OF LIMITED PARTNERSHIP OF H03000217899 1
RESPARK ORLANDO, LTD.**

This Certificate of Limited Partnership is duly executed and filed in accordance with the provisions of the Uniform Limited Partnership Act as contained in Chapter 620.108 of the Florida Statutes.

1. The name of this Partnership is Respark Orlando, Ltd.
2. The location of the principal place of business of the Partnership shall be: 1350 East Newport Center Drive, Suite 206, Deerfield Beach, Florida 33442, and the name and address of the agent for service of process is: Kay Law Offices, c/o James R. Kay, Esq., 700 Village Square Crossing, Suite 102B, Palm Beach Gardens, Florida 33410.
3. The name and address of the General Partner is as follows: **RESPARK ORLANDO, LLC**, a Florida limited liability company, 1350 East Newport Center Drive, Suite 206, Deerfield Beach, Florida 33442.
4. The mailing address of the Partnership is: 1350 East Newport Center Drive, Suite 206, Deerfield Beach, Florida 33442.
5. The latest date upon which the Partnership is to dissolve is upon the occurrence of any of the following events: (a) the determination of all Partners in the Partnership; (b) the withdrawal or deemed withdrawal pursuant to the Partnership Agreement of the last remaining General Partner and failure by the Limited Partners to elect to continue the Partnership and select a successor General Partner as provided in the Partnership Agreement; (c) the occurrence of an event specified under the laws of the State of Florida as one effecting a dissolution (except as otherwise provided in the Partnership Agreement); or (d) midnight on December 31, 2053.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the 20th day of June, 2003, and hereby affirms under the penalties of perjury that the facts stated in this Certificate are true.

GENERAL PARTNER:
RESPARK ORLANDO, LLC,
a Florida limited liability company

By: [Signature], its Manager
(Print Name)

James R. Kay, Esquire
Florida Bar No. 298166
Kay Law Offices
11505 Fairchild Gardens Ave., Suite 203
Palm Beach Gardens, Florida 33410
Telephone: (561) 776-9580

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TALLAHASSEE, FLORIDA

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08/20/2003 10:55 FAX 561 778 9578

KAY LAW OFFICES

002/004

H03000217899 1

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent, is familiar with, and accepts the obligations of, Section 620.192, Florida Statutes.

Kay Law Offices

Date: June 20, 2003

By: 

James R. Kay, President

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TALLAHASSEE, FLORIDA

H03000217899 1

AFFIDAVIT

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STATE OF FLORIDA
COUNTY OF PAUL BEACH

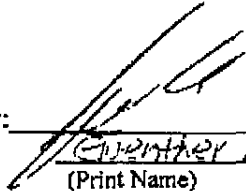
Before me, the undersigned authority duly authorized to acknowledge oaths, personally appeared Gwenether Reibling, as Manager of Respark Orlando, LLC, a Florida limited liability company, who upon oath duly sworn deposed and stated as follows:

That he/she is a Manager of Respark Orlando, LLC, the General Partner of Respark Orlando, Ltd., a Florida limited partnership (the "Partnership"), and has the authority to make this Affidavit on behalf of the Partnership.

That the amount of the capital contributions of the Limited Partners of the Partnership, and the total amount anticipated to be contributed by the Limited Partners of the Partnership is \$9,960,000.00.


Further, Affiant sayeth naught.

GENERAL PARTNER:
Respark Orlando, LLC,
a Florida limited liability company

By: , its Manager
(Print Name)

Sworn to and subscribed before

me this 20th day of June, 2003.


Notary Public
Printed or typed name: _____
Personally known ☒ OR produced identification _____
Type of identification: _____
My Commission Expires: _____
(SEAL)



Claudette L. Forrest
MY COMMISSION # DD09302 EXPIRES
May 27, 2005
BONDED THROUGH FARMERS GROUP, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

APPROVED
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