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DIVISION OF CORPORATIONS
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CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

File 1st

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: MEGAN HODGE
DATE: December 26, 2003
REF. #: 0174.22221
CORP. NAME: SPA ASSOCIATES, LTD.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ARTICLES OF INCORPORATION ARTICLES OF AMENDMENT ARTICLES OF DISSOLUTION
- ANNUAL REPORT TRADEMARK/SERVICE MARK FICTITIOUS NAME
- FOREIGN QUALIFICATION LIMITED PARTNERSHIP LIMITED LIABILITY
- REINSTATEMENT MERGER WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- OTHER:

STATE FEES PREPAID WITH CHECK# 507067 FOR \$ 1837.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY CERTIFICATE OF GOOD STANDING PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials

[Handwritten Initials]

CERTIFICATE OF LIMITED PARTNERSHIP

SPA ASSOCIATES, LTD.,
a Florida limited partnership

The undersigned general partner desires to accurately reflect the original intention of the parties and correct a scrivener's error by forming a limited partnership rather than a general partnership. The undersigned general partner desiring to form a limited partnership ("Partnership") pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 620 of the Florida Statutes, does hereby state the following:

1. The name of the Partnership is:

SPA ASSOCIATES, LTD.
2. The mailing address of the Partnership is:

240 S. Pineapple Avenue
10th Floor
Sarasota, FL 34236
3. The principal office address of the Partnership is:

240 S. Pineapple Avenue
10th Floor
Sarasota, FL 34236
4. The name and address of the registered agent of the Partnership is:

David S. Band
240 S. Pineapple Avenue, 10th Floor
Sarasota, FL 34236
5. The name and address of the general partner of the Partnership is:

David S. Band
240 S. Pineapple Avenue, 10th Floor
Sarasota, FL 34236
6. The Partnership shall have a perpetual existence, except as otherwise provided by law or in accordance with the Limited Partnership Agreement.

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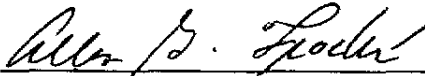
7. The effective date of this Partnership shall be the effective date of the filing of this Certificate of Limited Partnership with the Department of State.

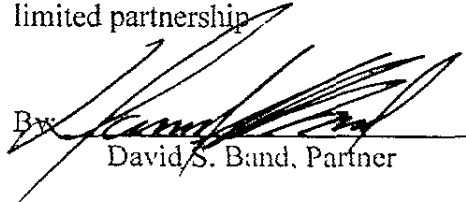
The execution of this Certificate of Limited Partnership by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

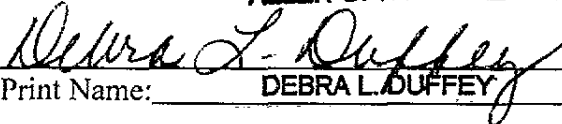
IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by David S. Band, general partner of SPA ASSOCIATES, LTD., a Florida limited partnership, this 19th day of December, 2003.

WITNESSES:

SPA ASSOCIATES, LTD., a Florida limited partnership


Print Name: ALLEN G. TROCHE

By 
David S. Band, Partner


Print Name: DEBRA L. DUFFEY

“GENERAL PARTNER”

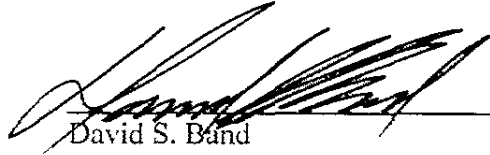
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

SPA ASSOCIATES, LTD.
a Florida limited partnership

Having been named to accept service of process for SPA ASSOCIATES, LTD., a Florida limited partnership, at the place designated in the foregoing Certificate of Limited Partnership, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192 of the Florida Statutes.

Date: _____

12/19/03



David S. Band

“REGISTERED AGENT”

STATE OF FLORIDA
COUNTY OF SARASOTA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

SPA ASSOCIATES, LTD.,
a Florida limited partnership

BEFORE ME, the undersigned Notary Public, personally appeared David S. Band, as general partner of SPA ASSOCIATES, LTD., a Florida limited partnership, ("Partnership,") who, upon being duly sworn, certified as follows:

1. The amount of the capital contributions of the limited partners of the Partnership is: \$2,774,000.00.
2. The amount of additional capital contributions of the limited partners of the Partnership anticipated is: \$0.

Under 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.

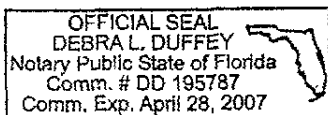
WITNESSES:


SPA ASSOCIATES, LTD., a Florida limited
partnership

By: 
David S. Band, Partner

"GENERAL PARTNER"

The foregoing instrument was acknowledged before me, this 19 day of December, 2003, by David S. Band, as general partner of SPA ASSOCIATES, LTD., a Florida limited partnership, who is personally known to me and who did not take an oath.




Notary Public
Print Name DEBRA L. DUFFEY
My Commission Expires _____