

Mar-23-2004 6:08 pm

From-RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.

04/04

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Florida Department of State
Division of Corporations
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From:

Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.
Account Number : 076077000521
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FLORIDA LIMITED PARTNERSHIP

33032 Partners, Ltd.

To be filed simultaneously with H04000062240

Certificate of Status	1
Certified Copy	1
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
33032 PARTNERS, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited partnership, as follows:

1. The name of the limited partnership ("Partnership") is 33032 Partners, Ltd.
2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is 801 Uno Lago Drive, Juno Beach, Florida, 33408.
3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is William E. Taylor, 500 Uno Lago Drive, #205, Juno Beach, Florida, 33408.
4. The name of the General Partner of the Partnership is 33032 Partners, Inc., and the business address of the Partnership is 801 Uno Lago Drive, Juno Beach, Florida, 33408.
5. A mailing address for the partnership is 801 Uno Lago Drive, Juno Beach, Florida, 33408.
6. The latest date upon which the Partnership is to dissolve is thirty years following the date of filing of this Certificate.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this certificate this 23rd day of March, 2004.

GENERAL PARTNER:

33032 PARTNERS, INC.

By: William E. Taylor
William E. Taylor, Vice President

11-1000000000403

ACCEPTANCE OF APPOINTMENT

AS REGISTERED AGENT

THE UNDERSIGNED, named as the agent for service of process in paragraph 3 of the Certificate of Limited Partnership of 33032 Partners, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that it is familiar with and accepts the obligations imposed upon registered agents under the Florida Revised Uniform Limited Partnership act (1986).


William E. Taylor, Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
33032 PARTNERS, LTD.

BEFORE ME, the undersigned, constituting the sole General Partner of 33032 Partners, Ltd. ("Partnership"), a Florida limited partnership certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and property to the Partnership have a value of \$ 2,000,000.00. No additional capital contributions are anticipated to be made by the limited partner.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

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.

33032 PARTNERS, INC.

By: William E. Taylor
William E. Taylor, Vice President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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