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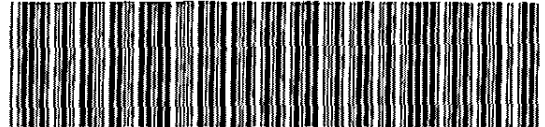
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TALLAHASSEE, FLORIDA

J. BROWN MAY 12 2004

**Hersch  
& Kelly, P.A.**  
ATTORNEYS AT LAW

LARRY S. HERSCH  
JAMES E. KELLY

LOCATION:  
12249 U.S. HIGHWAY 301  
DADE CITY, FLORIDA 33526

MAILING ADDRESS:  
POST OFFICE BOX 1046  
DADE CITY, FLORIDA 33526

PHONE: (352) 567-2442  
FAX: (352) 567-2475

April 29, 2004

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: The Duato Family Limited Partnership

Gentlemen:

Enclosed herewith please find the following regarding The Duato Family Limited Partnership:

- 1) Original Certificate of Limited Partnership;
- 2) Original Affidavit of Capital Contributions; and
- 3) Check payable to the Department of State in the amount of \$1,785.00, representing the \$1,750.00 filing fee and the \$35.00 fee for the registered agent designation.

Should you have any questions, please do not hesitate to contact me at (352) 567-2442.

I look forward to receiving your acknowledgment regarding the above at your convenience.

Thanking you, I remain,

Very truly yours,

HERSCH & KELLY, P.A.

By:   
Larry S. Hersch

LSH/mm

Enclosures

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**THE DUATO FAMILY LIMITED PARTNERSHIP**  
**A Florida Limited Partnership**

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**DIVISION OF CORPORATIONS**  
**TALLAHASSEE, FLORIDA**

The parties hereto do hereby certify that an Agreement was made effective the 25<sup>th</sup> day of June, 2003, at Dade City, Pasco County, Florida, by the following, herein called "General Partner":

ROBERT DUATO

and by the following, hereinafter referred to as "Limited Partner":

ROBERT DUATO

**WITNESSETH:**

The parties hereto, on the date described above, formed a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act.

1. Name. The name of this Limited Partnership is THE DUATO FAMILY LIMITED PARTNERSHIP.
2. Business. The general character of the Partnership business shall be to operate cattle ranch, and manage and invest stock, bonds, income and money.
3. Principal Place of Business. The location of the principal place of business of the Partnership is 6708 Surfside Boulevard, Apollo Beach, Hillsborough County, Florida 33572. Its mailing address is the same.

4. Registered Agent. The registered agent for service for this Limited Partnership is Robert S. Duato, whose address is 6708 Surfside Boulevard, Apollo Beach, Florida 33573

5. The Partners. The General Partner and Limited Partner of this Limited Partnership are as follows:

GENERAL PARTNER

PLACE OF RESIDENCE

ROBERT DUATO

6708 Surfside Boulevard, Apollo Beach, FL 33573

LIMITED PARTNER

PLACE OF RESIDENCE

ROBERT DUATO

6708 Surfside Boulevard, Apollo Beach, FL 33573

6. Term. The Partnership shall begin on the 25th day of JUNE, 2003, and shall continue for twenty-five (25) years thereafter, unless sooner dissolved by law or by agreement of the parties hereto, or unless extended by a majority agreement of the Partners, resulting in a latest possible termination date of June 25, 2028.

7. Additional Contributions. No additional contributions of the Limited Partners have been agreed upon.

8. Return of Contributions. No Limited Partner shall be entitled to withdraw or demand the return of any part of his capital contribution except upon dissolution of the Partnership.

9. Profits. All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportions as the Partners' then capital interest accounts, unless retained for the Partnership investment and business activities.

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10. Assignments. A Limited Partner shall have the right to sell his interest in the Partnership acting through the guardian, but only after such Limited Partner gives to the Partnership a 120 day opportunity to purchase such interest, as explained in detail by the Partnership Agreement.

11. Additional Limited Partners. The General Partner may admit additional Limited Partners.

12. Priority Among Limited Partners. There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

13. Continuance of Business. Upon the death, retirement or insanity of the surviving General Partner, the Partnership shall dissolve unless continued by the remaining Partners and selecting when necessary a new General Partner. If the last surviving or servicing General Partner has died, retired and/or becomes insane, then the Limited Partners holding interest in capital in excess of fifty percent (50%) of the capital owned by all Limited Partners may elect to continue the Partnership by selecting a new General Partner.

14. Property Other Than Cash. A Limited Partner may not demand property other than cash in return for his contributions.

15. Amount of Cash and Agreed Value and Description of Other Property Contributed. The Partners in the Limited Partnership have contributed their interest in the property as set forth in Schedule "A" attached hereto, with an agreed value of \$1,995,000.00, together with cash in the amount of \$5,000.00.


<u>Partners</u>	<u>Percentage Interest</u>	<u>Contribution</u>
ROBERT DUATO, General Partner	6%	\$ 120,000.00
ROBERT DUATO, Limited Partner	94%	\$1,880,000.00

The above assets are transferred for the accounts of the following with percentage ownership applicable to each.

IN WITNESS WHEREOF, the parties have executed this agreement on the date first above written.


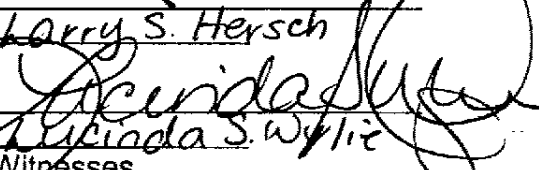
Signed, Sealed and Delivered  
in the Presence of:

GENERAL PARTNER:

  
ROBERT DUATO

LIMITED PARTNER:

  
ROBERT DUATO

  
Larry S. Hersch  
  
Lucinda S. Wylic  
Witnesses

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### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting the sole general partner of THE DUATO FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, certifies:

The amount of capital contributions to date of the limited partners is One Million Eight Hundred Eighty and no/100 (\$1,880,000.00) Dollars.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals One Million Eight Hundred Eighty and no/100 (\$1,880,000.00) Dollars.

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

THE DUATO FAMILY LIMITED PARTNERSHIP

By:   
ROBERT DUATO

General Partner

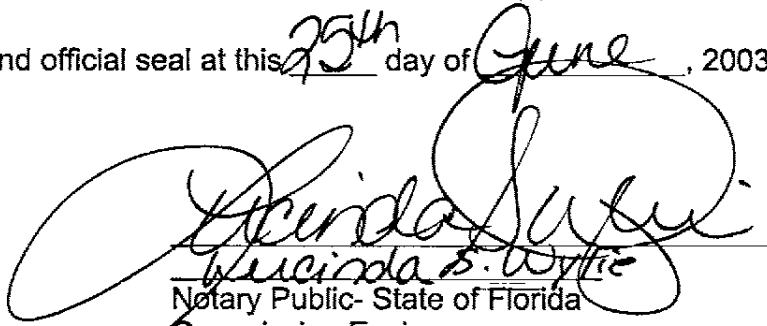
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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

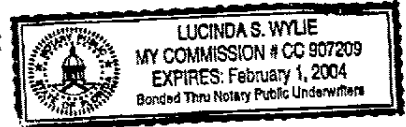
COUNTY OF PASCO

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ROBERT DUATO, personally known to me, who executed the foregoing Certificate of Limited Partnership, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at this 25<sup>th</sup> day of June, 2003.

  
Lucinda S. Wylie  
Notary Public- State of Florida

Commission Expires:  
Commission Number:



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TALLAHASSEE, FLORIDA



**SCHEDULE "A"**

Attached to THE DUATO FAMILY LIMITED PARTNERSHIP dated the 25<sup>th</sup> day of  
June, 2003.

The following subject to the encumbrances owed thereon to-wit:

Cash - \$5,000.00.

Legal description for park. (See attached sheet for legal description)

THE ABOVE ASSETS ARE TRANSFERRED FOR THE ACCOUNTS OF  
THE FOLLOWING WITH PERCENTAGE OWNERSHIP APPLICABLE TO  
EACH.

Robert Duato, General Partner	-	6%
Robert Duato, Limited Partner	-	94%

The above-described real estate is hereby conveyed to THE DUATO FAMILY  
LIMITED PARTNERSHIP, with Grantors retaining the obligation to personally pay all  
obligations thereon if any presently exist.

GENERAL PARTNER:

  
ROBERT DUATO

LIMITED PARTNER:

  
ROBERT DUATO

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ATLANTA, FLORIDA

ATTACHMENT TO SCHEDULE "A"

A parcel of land being a portion of the Northeast 1/4 of Section 18, Township 28 South, Range 20 East, Hillsborough County, Florida, being more particularly described as follows:

PARCEL "A"

The West 1/2 of the Northeast 1/4 of the Northeast 1/4 of Section 18, Township 28 South, Range 20 East, less the South 496 feet thereof and less roads lying and being in Hillsborough County, Florida.

PARCEL "B"

The North 331.00 feet of the South 496.00 feet of the West 1/2 of the Northeast 1/4 of the Northeast 1/4 of Section 18, Township 28 South Range 20 East, less roads lying and being in Hillsborough County, Florida.

PARCEL "C"

The South 165 feet of the West 1/2 of the Northeast 1/4 of the Northeast 1/4 of Section 18, Township 28 South, Range 20 East, less roads, also less the South 82 1/2 feet of the West 264 feet of the West 1/2 of the Northeast 1/4 of the Northeast 1/4, less roads lying and being in Hillsborough County, Florida.

LESS A PORTION OF PARCELS "B" AND "C" DESCRIBED AS FOLLOWS:

The West 172.5 feet of the North 100 feet of the South 182.5 feet of the Southwest 1/4 of the Northeast 1/4 of the Northeast 1/4 of Section 18, Township 28 South, Range 20 East, Hillsborough County, Florida, less roads lying and being in Hillsborough County, Florida.

AND

The Northeast 1/4 of the Northeast 1/4 of Northeast 1/4 of Section 18, Township 28 South, Range 20 East, Hillsborough County, Florida; less right-of-way for State Road No. 582 (Fowler Avenue) and less right-of-way for Williams Road.

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TALLAHASSEE, FLORIDA