

Aug-25-04

07:59

From Kirk Pinkerton Law Firm

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Division of Corporations

F-805 P.00 005

F-805

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Florida Department of State
Division of Corporations
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To:

Division of Corporations

Fax Number : (850)205-0383

From:

Account Name : KIRK PINKERTON, A PROFESSIONAL ASSOCIATION

Account Number : 071670002600

Phone : (941)364-2409

Fax Number : (941)364-2490

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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

Keefe Family Partners, Ltd.

| | |
|-----------------------|------------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$1,837.50 |

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Aug-25-04 07:59

From-Kirk Pinkerton Law Firm

9413648227

T-665 P.002/005 F-808

FAX AUDIT #
H04-173720

CERTIFICATE OF LIMITED PARTNERSHIP
OF
KEEFE FAMILY PARTNERS, LTD.

The undersigned, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, Chapter 620, Florida Statutes ("Act"), and being duly sworn, does certify as follows:

Article 1. Name and Address. The name of the Limited Partnership is KEEFE FAMILY PARTNERS, LTD. The mailing address and principal address of the Limited Partnership is 1375 East Avenue North, Sarasota, Florida 34237.

Article 2. Initial Registered Office and Agent. The street address of the initial Registered Office of the Limited Partnership is 720 South Orange Avenue, Sarasota, Florida 34236, and the name of its initial Registered Agent at that address is Teresa L. Rajala.

Article 3. Purpose. The principal purposes and business of the Limited Partnership shall be to acquire, operate, manage, improve, lease, mortgage, sell, joint venture or otherwise exploit such real property and tangible or intangible personal property as the Partnership may acquire; to engage in and transact any lawful business for which limited partnerships may be organized under the Act; and to carry on any other activities as may be necessary or appropriate in connection with or incidental to the foregoing purposes. The further business and purpose of the Limited Partnership

Prepared by: Teresa L. Rajala, Esq.
Kirk Pinkerton
720 South Orange Avenue
Sarasota, Florida 34236
(941) 364-2493
Atty. Bar #0154180

FAX AUDIT #
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Aug-25-04

08:00

From-Kirk Pinkerton Law Firm

9413648227

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FAX AUDIT #
H04-173720

is to do any or other acts and things as may be necessary, incidental, or convenient to carry on the Limited Partnership's business as contemplated by the Limited Partnership Agreement.

Article 4. General Partner's Name and Address.

The name and address of the General

Partner of the Limited Partnership is as follows:

Keefe Family, LLC
1375 East Avenue North
Sarasota, Florida 34237
Attention: Manager

LO4000060544

Article 5. Duration. The Limited Partnership shall commence upon the filing of the Certificate of Limited Partnership and continue until December 31, 2050, unless sooner terminated as provided in the Limited Partnership Agreement.

IN WITNESS WHEREOF, the General Partner has executed this Certificate of Limited Partnership of KEEFE FAMILY PARTNERS, LTD. on this 12th day of August, 2004.

KEEFE FAMILY, LLC, a Florida limited liability company

By: [Signature]

ROBERT J. KEEFE, SR., Manager

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CLERK OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT #
H04-173720

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 12th day of August, 2004, by ROBERT J. KEEFE, SR., as Manager of KEEFE FAMILY, LLC, General Partner of KEEFE FAMILY PARTNERS, LTD. He is personally known to me or has produced FLA Drivers License as identification and did not take an oath.

(NOTARIAL SEAL)

Mary Ann Fingerle
*(Print Name of Notary Public)
Notary Public - State of Florida
My commission expires
Commission Number Mary Ann Fingerle
MY COMMISSION # DD013690 EXPIRES
May 26, 2005
BONDED THROUGH TROY FARM INSURANCE INC.

ACCEPTANCE BY REGISTERED AGENT

I, the undersigned appointed Registered Agent of KEEFE FAMILY PARTNERS, LTD., being familiar with the obligations of such position, hereby accept such appointment, agree to act in such capacity and accept the obligations proposed by Section 620.192, Florida Statutes.

DATED this 12th day of August, 2004.

Teresa L. Rajala
TERESA L. RAJALA, Registered Agent

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Secretary of State
TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments as a Notary Public in the above state, personally appeared ROBERT J. KEEFE, SR., as Manager of Keefe Family, LLC, the General Partner of KEEFE FAMILY PARTNERS, LTD., a Florida limited partnership, (NOTARY CHOOSE ONE) [] who is personally known to me or [X] who produced FLA Drivers License as identification, and having been duly sworn, deposes and says as follows:

1. The Limited Partner has not contributed to the capital of the Limited Partnership.
2. No other property has been contributed to the Limited Partnership.
3. The total amount of cash and property anticipated to be contributed by the Limited Partner is \$ 10,000,000.00.

FURTHER AFFIANT SAITH NAUGHT.

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.

Signed this 12th day of August, 2004.

KEEFE FAMILY, LLC, a Florida limited liability company

By: [Signature]
ROBERT J. KEEFE, SR., Manager

[Signature]
Signature of Notary Public

Print Name of Notary Public and Affix Seal
My Commission Expires:



Mary Ann Fingerle
MY COMMISSION # 0005500 EXPIRES
May 26, 2005
SARASOTA COUNTY, FLORIDA

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