

NOV. 23. 2004 11:23AM  
Division of Corporations

ALL PARTNERS

NO. 1 P. 1

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Florida Department of State

Division of Corporations

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MJH

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To:

Division of Corporations

Fax Number : (850)205-0383

From:

Account Name : HILL, WARD & HENDERSON, P.A. II

Account Number : 072100000520

Phone : (813)221-3900

Fax Number : (813)221-2900

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DIVISION OF CORPORATION

## FLORIDA LIMITED PARTNERSHIP

The Shops at Verandah, II, Ltd.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$148.75

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TALLAHASSEE FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP OF  
THE SHOPS AT VERANDAH, II, LTD.  
a Florida limited partnership**

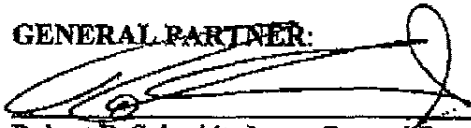
The undersigned General Partners, desiring to form a Limited Partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby state:

1. The name of the Limited Partnership is THE SHOPS AT VERANDAH, II, LTD.
2. The address of the office of the Limited Partnership is c/o Boulder Venture South, LLC, 2226 State Road 580, Clearwater, Florida 33763.
3. The name and address of the agent for service of process on the Limited Partnership is Stephen M. Hudoba, 101 East Kennedy Blvd, Suite 3700, Tampa, Florida 33602.
4. The name and business address of the General Partner is: KB Investment Holdings, Ltd., a Florida Limited Liability Company, c/o Boulder Venture South, LLC, 2226 State Road 580, Clearwater, Florida 33763. **A-733**
5. The mailing address of the Limited Partnership is c/o Boulder Venture South, LLC, 2226 State Road 580, Clearwater, Florida 33763.
6. The Limited Partnership shall dissolve and commence winding up and liquidating by December 31, 2025, unless all Partners agree to extend the term of the Partnership.

The execution of this certificate 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 on behalf of the General Partner of THE SHOPS AT VERANDAH, II, LTD. this 23<sup>rd</sup> day of November, 2004.

**GENERAL PARTNER:**

  
Robert E. Schmidt, Jr., as General Partner of  
KB Investment Holdings, Ltd., a Florida  
limited partnership as General Partner of  
THE SHOPS AT VERANDAH, II, LTD., a  
Florida limited partnership

Registered Agent Acceptance  
THE SHOPS AT VERANDAH, II, LTD.  
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STATE OF FLORIDA  
TALLAHASSEE

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### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

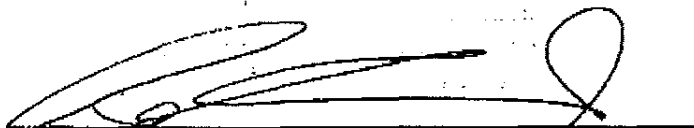
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Robert E. Schmidt, Jr., the General Partner of KB Investment Holdings, Ltd, a Florida Limited Partnership, as General Partner of THE SHOPS AT VERANDAH, II, LTD. (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Limited Partnership made by the limited partners is, in the aggregate, Fifty-one and No/100 (\$51.00) Dollars.
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

Under penalties of perjury, I declare that I have read the foregoing and such statements are true, to the best of my knowledge and belief.

STATE OF FLORIDA  
COUNTY OF PINELLAS


  
Robert E. Schmidt, Jr., as General Partner of  
KB Investment Holdings, Ltd., a Florida  
limited partnership as General Partner of  
THE SHOPS AT VERANDAH, II, LTD., a Florida limited  
partnership

Sworn to and subscribed before me this 22<sup>nd</sup> day of November, 2004 by Robert E. Schmidt,  
Jr.

(SEAL)



Linda J. Murray  
Commission # DD350380  
Expires: AUG. 26, 2008  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
Notary Public, State of Florida  
Linda J. Murray  
(Print, Type or Stamp Name of Notary Public)

Personally known \_\_\_\_\_ or  
Type of Identification Produced \_\_\_\_\_

Registered Agent Acceptance  
THE SHOPS AT VERANDAH, II, LTD.  
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NOV. 23. 2004 11:24AM HILL WARD HENDERSON

NO. 5381 P. 4

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### ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for THE SHOPS AT VERANDAH, II, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and on behalf of the Limited Partnership, to accept service of process for the Limited Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Registered Agent:

  
\_\_\_\_\_  
Stephen M. Hudoba

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