

A040000001887

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

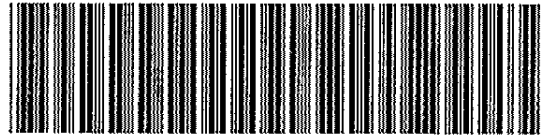
(Business Entity Name)

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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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12/02/04--01008--014 \*\*1837.50

DEPT. OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

04 DEC -2 AM 11:21

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DEPT. OF CORPORATIONS  
TALLAHASSEE, FLORIDA

2004 DEC -2 PM 3:17

FILED

J. BRYAN DEC 2 2004

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

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: TRICIA TADLOCK  
DATE: 12-02-04  
REF. #: 0174.32338  
CORP. NAME: GPS LEASING ASSOCIATES, LTD.

*\*File First!*  
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TALLAHASSEE, FLORIDA

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT          | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK         | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input checked="" type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                         | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |  |
| <input type="checkbox"/> OTHER:                      |   |  |

STATE FEES PREPAID WITH CHECK# 510490 FOR \$ 1837.50.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

CERTIFICATE OF LIMITED PARTNERSHIP

GPS LEASING 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:

GPS LEASING ASSOCIATES, LTD.

2. The mailing address of the Partnership is:

240 S. Pineapple Avenue  
10<sup>th</sup> Floor  
Sarasota, FL 34236

3. The principal office address of the Partnership is:

240 S. Pineapple Avenue  
10<sup>th</sup> Floor  
Sarasota, FL 34236

4. The name and address of the registered agent of the Partnership is:

David S. Band  
240 S. Pineapple Avenue, 10<sup>th</sup> Floor  
Sarasota, FL 34236

5. The name and address of the general partner of the Partnership is:

David S. Band  
240 S. Pineapple Avenue, 10<sup>th</sup> 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 GPS LEASING ASSOCIATES, LTD., a Florida limited partnership, this 1st day of ~~April~~ DECEMBER, 2004.

WITNESSES:

GPS LEASING ASSOCIATES, LTD., a  
Florida limited partnership

Jack M. Mang  
Print Name: JACK M. MANG  
Joanna M. Smith  
Print Name: JOANNA M. SMITH

By: [Signature]  
David S. Band

"GENERAL PARTNER"

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TALLAHASSEE, FLORIDA

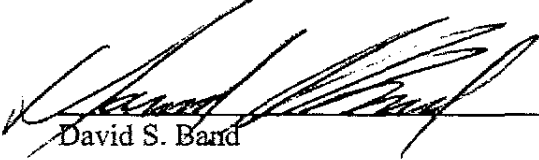
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

GPS LEASING ASSOCIATES, LTD.  
a Florida limited partnership

Having been named to accept service of process for GPS LEASING 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: \_\_\_\_\_

12/1/04

  
David S. Band

"REGISTERED AGENT"

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF SARASOTA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

GPS LEASING ASSOCIATES, LTD.,  
a Florida limited partnership

BEFORE ME, the undersigned Notary Public, personally appeared David S. Band, general partner of GPS LEASING 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: \$10,000,000.00.
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.

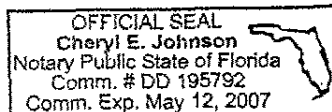
WITNESSES:

GPS LEASING ASSOCIATES, LTD., a  
Florida limited partnership

By *David S. Band*  
David S. Band

"GENERAL PARTNER"

The foregoing instrument was acknowledged before me, this 1st day of <sup>DECEMBER</sup> ~~April~~, 2004, by David S. Band, general partner of GPS LEASING ASSOCIATES, LTD., a Florida limited partnership, who is personally known to me and who did not take an oath.



*Cheryl E. Johnson*  
Notary Public  
Print Name CHERYL E. JOHNSON  
My Commission Expires \_\_\_\_\_