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TALLAHASSEE, FLORIDA

J. BRYAN DEC 16 2004

CRITTENDEN & CRITTENDEN, P. A.

ATTORNEYS AND COUNSELLORS AT LAW

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*ALSO MEMBER OF
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December 10, 2004

VIA PRIORITY MAIL

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

Gentlemen:

Re: GB II LIMITED PARTNERSHIP LLLP

I enclose herewith original and one copy of *CERTIFICATE OF LIMITED PARTNERSHIP, AFFIDAVIT OF CAPITAL CONTRIBUTIONS*, and *STATEMENT OF QUALIFICATION FOR FLORIDA LIMITED LIABILITY LIMITED PARTNERS of GB II LIMITED PARTNERSHIP*, a Florida Limited Partnership.

Also enclosed is check for $1,785.00, representing your filing fee of $1,750.00 and $35.00 for the designation of registered agent.

If you find these papers in order, please file the originals, and return a stamped copy of the Certificate in the enclosed stamped, addressed envelope.

If you have any questions or need any further information, please feel free to contact me or my legal assistant, Peggy L. Lawless, at telephone (863) 293-2161. Thank you.

Yours very truly,

Robert R. Crittenden

RRC/pl
Encs.
cc: Mr. Gregory A. Rosica w/encs.
Mr. Milton E. Jacobs, w/encs.

CERTIFICATE OF LIMITED PARTNERSHIP OF GB II LIMITED PARTNERSHIP

The undersigned hereby executes and swears to this Certificate of Limited Partnership for the purpose of forming a limited partnership under the laws of the State of Florida:

1. **Name of Partnership**. The name of the Partnership shall be **GB II LIMITED PARTNERSHIP** (the "Partnership").

2. **Address of Recordkeeping Office; Agent for Service of Process**. The records to be kept pursuant to *Florida Statutes* Section 620.106 shall be located at **502 E. Bridgers Avenue, Auburndale, Florida 33823**, and the name of the Partnership's agent for service of process at said address is **Milton E. Jacobs**.

3. **Name and Address of the General Partner**. The name and address of the sole General Partner are as follows:

Name	**Address**
Milton E. Jacobs	502 E. Bridgers Avenue Auburndale, Florida 33823

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4. **Mailing Address for the Limited Partnership**. The mailing address for the Partnership shall be Post Office Drawer 67, Auburndale, Florida 33823.

5. **Term**. The term for which the Partnership is to exist shall be thirty (30) years from the filing of this Certificate in the Office of the Secretary of State of the State of Florida, unless sooner terminated in accordance with a Limited Partnership Agreement for **GB II LIMITED PARTNERSHIP.**

DATED this 10th day of December, 2004.

GENERAL PARTNER:

MILTON E. JACOBS

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the Partnership, at the place designated herein, 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.

DATED: December 10, 2004 MILTON E. JACOBS

AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF GB II LIMITED PARTNERSHIP

The undersigned, being the sole General Partner of **GB II LIMITED PARTNERSHIP**, a Florida limited partnership (the "Partnership"), who, upon being sworn, certifies as follows:

1. The limited partner has contributed $99.00 of capital to the Partnership.

2. It is anticipated that $ 6,000,000.00 shall be contributed by the limited partner in the future.

DATED this 10th day of December, 2004.

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TALLAHASSEE, FLORIDA

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

GENERAL PARTNER:

MILTON E. JACOBS

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 10 day of December, 2004, by MILTON E. JACOBS, the General Partner of the Partnership, who is personally known to me ~~or who produced~~ ---------- ~~as identification.~~

Notary Public
Print Name: Robert R. Crittenden
Commission No: _____
My Commission Expires:

Robert R. Crittenden
My Commission DD147578
Expires September 12, 2006