

JAN-13-2005 THU 10:20 AM Murai Wald Biondo

FAX NO. 305 358 9490

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Division of Corporations

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Florida Department of State
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Account Name : MURAI, WALD, BIONDO, MORENO, P.A.
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FLORIDA LIMITED PARTNERSHIP

Sarasota Gramercy Limited Partnership

Certificate of Status	0
Certified Copy	0
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[Signature]

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THIS INSTRUMENT PREPARED BY:

Gerald J. Biondo, Esq.
FL Bar #: 154713
Murai Wald Biondo & Moreno P.A.
25 Southeast Second Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900

CERTIFICATE OF LIMITED PARTNERSHIP
OF
SARASOTA GRAMERCY LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership, pursuant to the laws of the state of Florida, certify as follows:

1. The name of the Partnership is SARASOTA GRAMERCY LIMITED PARTNERSHIP.

2. The purpose of the Partnership is to acquire and manage real and personal property.

3. The principal place of business and mailing address of the Partnership is 2221 Lee Road, Suite 28, Winter Park, Florida 32789.

4. The name and principal place of business of the General Partner is as follows:

General Partner: SG SARASOTA, LTD.
c/o Salvador F. Leccese
2221 Lee Road
Suite 28
Winter Park, Florida 32789

5. The term for which the Partnership is to exist is from the date of the Certificate of Limited Partnership is issued by the Secretary of State, through December 31, 2050, unless sooner terminated.

6. The amount of property initially contributed by the Limited Partnership is \$100.

7. The Limited Partner is not required to contribute any additional capital to the Partnership.

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8. The name and address of the Registered Agent for service of process is:

LeCesse Development Corporation
2221 Lee Road
Suite 28
Winter Park, Florida 32789

IN WITNESS WHEREOF, the undersigned, being duly sworn, have certified, sworn to and agreed to the foregoing this 6th day of January, 2005.

GENERAL PARTNER:

SG SARASOTA, LTD., a Florida limited partnership

By: SG Sarasota, Inc., a Florida Corporation, its general partner

By: Frank Grosch, VP.
Frank Grosch, Vice President

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CERTIFICATE OF REGISTERED AGENT
OF
SARASOTA GRAMMERCY LIMITED PARTNERSHIP

In pursuance of Chapter 620.105, Florida Statutes, the following is submitted, in compliance with said Act:

That SARASOTA GRAMMERCY LIMITED PARTNERSHIP desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Limited Partnership, at the City of Winter Park, County of Orange, State of Florida, has named LeCesse Development Corporation, 2221 Lee Road, Suite 28, Winter Park, Florida 32789, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 6th day of January, 2005.

LeCesse Development Corporation

By: Frank Grosch, VP.
Frank Grosch, Vice President

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AFFIDAVIT

The undersigned as Vice President of SG SARASOTA, Inc., the sole general partner of SG SARASOTA, Ltd, the sole general partner of SARASOTA GRAMERCY LIMITED PARTNERSHIP, a Florida Limited Partnership, certifies:

That the amount of capital contributions contributed by the limited partner is \$100.00, which amount is the total amount anticipated to be contributed by the limited partners.

Further Affiant Sayeth Naught.

GENERAL PARTNER:

SG SARASOTA, LTD., a Florida limited partnership

By: SG SARASOTA, Inc., a Florida Corporation, its general partner

By: Frank Grosch, VP
Frank Grosch, Vice President

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