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Secretary of State

February 21, 2005

JONATHAN NEWLON ONE TAMPA CITY CENTER, SUITE 2600 TAMPA, FL 33602

SUBJECT: JCRH, LTD.

Ref. Number: W05000008912

We have received your document for JCRH, LTD. and your check(s) totaling \$1846.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective day must be specific and cannot be prior to the date of filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline Document Specialist

Letter Number: 205A00012022

WILLIAMS SCHIFINO

WILLIAMS SCHIFINO MANGIONE & STEADY P.A. ATTORNEYS AT LAW

We have enclosed for filing the certificate of limited partnership and related documents for the above-referenced limited partnership. Upon filing, please

We have also enclosed our firm check in the amount of \$1846.25, which

forward a certified copy and certificate of status to our office.

John J. Agliano

Lina C. Angelici

V. Stephen Cohen

February 11, 2005

Brenda M. Combs

Kelly Bopp Cone

Joseph T. King

Division of Corporations Corporate Filings

Department of State

Ralph P. Mangione

P.O. Box 6327

Laurie L. Morris

Tallahassee, FL 32314

Lee E. Neison

Jonathan W. Newlon

Re:

JCRH, Ltd.

R. Marshall Rainey

Dear Sirs:

John A. Schifino

William J. Schifino, Jr.

William J. Schifino, Sr.

Scott I. Steady

Robert M. Stoler

represents the filing fee and fees for the certified copy and status certificate. Please feel free to contact us with any questions.

Mary B. Thomas

Kenneth G, Turkel

Shane B. Vogt

Robert V. Williams

Jonathan W. Newlon

Matthew L. Wilson

JWN:vlm **Enclosures**

Sincerely,

Of Counsel

Blake D. Bringgold

Scott W. Fancher

Steven M. Samaha

CERTIFICATE OF LIMITED PARTNERSHIP OF JCRH, LTD. A Florida Limited Partnership

The parties hereto do hereby certify that an Agreement was made effective the <u>3</u> day of February, 2005, at Tampa, Hillsborough County, Florida, by the following, hereinafter known as "General Partners":

JCRH, INC., a Florida corporation,

and by the following, hereinafter referred to as "Limited Partners":

JOSEPH S. CASPER, as Trustee of the JOSEPH S. CASPER TRUST dated December 20, 1990, as amended and restated.

WITNESSETH:

The parties hereto, effective as of the date described above, formed a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act.

- 1. <u>Name</u>. The name of this Limited Partnership is JCRH, LTD.
- 2. <u>Business</u>. The general character of the Partnership business shall be the operation of commercial real properties, the management of Partnership income and funds, and the investment of Partnership funds in stocks, bonds, and other investment vehicles.
- 3. Principal Place of Business. The location of the principal place of business and the mailing address of the Partnership is 4908 W. Nassau Street, Tampa, Hillsborough County, Florida 33607.
- 4. Registered Agent. The registered agent for service for this Limited Partnership is Blake J. Casper, whose address is 4908 W. Nassau Street, Tampa, Florida 33607.

5. <u>The Partners</u>. The General Partners and Limited Partners of this Limited Partnership are as follows:

GENERAL PARTNER	<u>ADDRESS</u>
JCRH, Inc., a Florida corporation $905-17933$	4908 W. Nassau Street Tampa, Florida 33607
<u>LIMITED PARTNER</u>	<u>ADDRESS</u>
JOSEPH S. CASPER, Trustee of the Joseph S. Casper Trust dated December 20, 1990, as amended and restated	4908 W. Nassau Street Tampa, Florida 33607

- 6. Term. The Partnership shall begin on the 3rd day of February, 2005, or such date as this Certificate is filed with the Department of State and shall continue for twenty-five (25) years thereafter, unless sooner dissolved by law or by agreement of the parties hereto, or unless extended by a majority agreement of the Partners, resulting in a latest possible termination date of February 2, 2030.
- 7. Additional Contributions. No additional contributions of the Limited Partner has been agreed upon.
- 8. Return of Contributions. No Limited Partner shall be entitled to withdraw or demand the return of any part of his capital contribution except upon dissolution of the Partnership.
- 9. Profits. All annual net profits of the Partnership shall be divided by the General and Limited Partner in the proportions designated in the Limited Partnership Agreement of the Partnership, unless retained for the Partnership investment and business activities.
- 10. <u>Assignments</u>. A Limited Partner shall have the right to sell his interest in the Partnership acting through the guardian, but only after such Limited Partner gives to the Partnership

a 120-day opportunity to purchase such interest, as explained in detail by the Partnership Agreement.

- 11. <u>Additional Limited Partners</u>. The General Partner may admit additional Limited Partner.
- 12. <u>Priority Among Limited Partners</u>. There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.
- Partner, the Partnership shall dissolve unless continued by the remaining Partners, who shall select, if necessary, a new General Partner. If the last surviving or acting General Partner has died, retired, or become incapacitated, then the Limited Partners holding interest in capital in excess of fifty percent (50%) of the capital owned by all Limited Partners may elect to continue the Partnership by selecting a new General Partner.
- 14. <u>Property Other Than Cash</u>. A Limited Partner may not demand property other than cash in return for his contributions.
- 15. Amount of Cash and Agreed Value and Description of Other Property Contributed.

 The Partners in the Limited Partnership have contributed their interest in the property as set forth in Schedule "A" attached hereto, with an agreed value of \$4,674,000.00, together with cash in the same amount of \$47,212.12.

[CONTINUED ON FOLLOWING PAGE]

<u>Partner</u>	Percentage Interest	<u>Contribution</u>
JCRH, Inc., a Florida corporation General Partner	1%	\$47,212.12
JOSEPH S. CASPER, Trustee of the Joseph S. Casper Trust dated December 20, 1990, as amended and restated Limited Partner	99%	\$4,674,000.00

The above assets are transferred for the accounts of the following with percentage ownership applicable to each.

IN WITNESS WHEREOF, the parties have executed this agreement on the date first above written.

GENERAL PARTNER:

JCRH, INC., a Florida corporation

LIMITED PARTNER:

OSEPVIS. CASPER, Trustee of the

Joseph's. Casper Trust dated

December 20, 1990, as amended and restated

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STATE OF FLORIDA COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, BLAKE J. CASPER, as President of JCRH, INC., a Florida corporation, who is personally known to me or produced a Florida driver license as identification, who executed the foregoing Certificate of Limited Partnership and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Tampa, Hillsborough County, Florida, this <u>3</u> day of February, 2005.

OFFICIAL NOTARY SEAL
BARBARA A WALTERS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. DD153392
MY COMMISSION EXP. SEPT 27,2006

Notary Public- State of Florida

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, JOSEPH S. CASPER, as Trustee of the Joseph S. Casper Trust dated December 20, 1990, who is personally known to me or produced a Florida driver license as identification, who executed the foregoing Certificate of Limited Partnership and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Tampa, Hillsborough County, Florida, this day of February, 2005.

Notary Public-State of Florida

OFFICIAL NOTARY SEAL
BARBARA A WALTERS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. DD153392
MY COMMISSION EXP. SEPT 27,2006

SCHEDULE "A"

SEE COMPOSITE EXHIBIT "A" ATTACHED HERETO

The above-described real estate is hereby conveyed to JCRH, LTD.

GENERAL PARTNER:

JCRH, INC., a Florida corporation

LIMITED PARTNER:

JØSEPWS. CASPER Trustee of the

Joseph s. Casper Trust dated
December 20, 1990, as amended and restated

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting the General Partner of JCRH, LTD., a Florida Limited Partnership, certify:

To date, there is no existing capital contribution from the Limited Partners.

The total amount contributed and anticipated to be contributed by the Limited Partner at this time totals Four Million Six Hundred Seventy Four Thousand and No/100 Dollars (\$4,674,000.00).

FURTHER, AFFIANTS SAYETH NOT.

Under the penalties of perjury, we declare that we have read the foregoing, and know the contents thereof, and that the facts stated herein are true and correct, this _____ day of February, 2005.

GENERAL PARTNER:

JCRH, INC., a Florida corporation

Blake J. Casper, President

ACCEPTANCE AS REGISTERED AGENT

Having been named to accept service of process for the above stated limited partnership at the place designated in this certificate of limited partnership, I hereby agree to act in this capacity. Further, I certify that I am familiar with and agree to comply with the provisions of all statutes, including the duties and obligations provided for in section 620.192, Florida Statutes, relative to the proper and complete performance of my duties.

BLAKE J. CASPER

Registered Agent

#135167 v1 - Casper JCRH Certificate of LP

2005 FEB 28 AM 9: 58
SECRETARY OF STATE

COMPOSITE EXHIBIT "A"

Lot 32, Block 5, HOMELAND SUBDIVISION, according to the map or plat thereof recorded in Plat Book 6, Page 29 of the Public Records of Pinellas County, Florida,

The North 160.80 feet of Lot "A", TOWN 'N COUNTRY PARK, UNIT NO. 7, according to map or plat thereof recorded in Plat Book 37, Page 36, public records of Hillsborough County Florida:

Beginning at the Southwest corner of Lot "A", TOWN 'N COUNTRY PARK, UNIT NO. 7, according to map or plat thereof recorded in Plat Book 37, Page 36, public records of Hillsborough County, Florida, run thence North 311.19 feet, along the West boundary of said Lot "A" to a point on the South boundary line of Canal "DW" as shown on the aforementioned plat; thence West, 40.00 feet along said South boundary line; thence South 311.29 feet to the North right-of-way line of Hillsborough Avenue (State Road No. 580); thence North 89 degrees 51 minutes 17 seconds East, 40.00 feet, along said North right-of-way line to the Point of Beginning.

All lying and being in Section 35, Township 28 South, Range 17 East, Hillsborough County, Florida.

Lot 2, LAND OF WILLIAM OTTERMAN, according to plat thereof, as recorded in Plat Book 10, Page 22, Public Records of Hillsborough County, Florida, LESS right-of-way for Nebraska Avenue and LESS the East 200 feet thereof.

The East 200 feet of Lot 2 of LAND OF WILLIAM OTTERMAN, according to map or plat thereof as recorded in Plat Book 10, Page 22, of the Public Records of Hillsborough County, Florida.

A tract of land in the West half of the Southeast quarter of Section 34, Township 28 South, Range 19 East, formerly a part of Block 5 of GOLDEN RING GROVES SUBDIVISION, as per map or plat thereof recorded in Plat Book 10 on Page 4 of the Public Records of Hillsborough County, Florida, described as follows: From the Southwest corner of the Southeast quarter of Section 34, Township 28 South, Range 19 East, run North 0 degrees 10 minutes 45 seconds West along the West boundary of said Southeast quarter of Section 34, a distance of 129.9 feet; run thence North 89 degrees 46 minutes 30 seconds East along the North right of way line of Hillsborough Avenue, (State Road No. 600), parallel to and 132.0 feet North 0 degree 10 minutes 45 seconds West along the East right of way line of 56th Street, (State Road No. S-583), parallel to and 134.0 feet East of the West boundary of said Southeast quarter of Section 34, said West boundary of the Southeast quarter being the survey line of 56th Street, a distance of 1000.0 feet; run thence North 89 degrees 46 minutes 30 seconds East, a

distance of 613.30 feet along the South right of way line of a 60 foot wide street right of way to the Eastern right of way line of a 60 foot wide street right of way, which is the point of beginning of the tract hereby described: From said point of beginning continue North 89 degrees 46 minutes 30 seconds East along said South right of way line of street right of way a distance of 228.0 feet to the Western right of way line of a 46 foot wide railroad right of way; run thence South 0 degree 10 minutes 45 seconds East along said Western railroad right of way line, a distance of 400.00 feet, run thence South 89 degrees 46 minutes 30 seconds West, a distance of 228.0 feet to the Eastern right of way line of above-mentioned 60 foot wide street, run thence North 0 degree 10 minutes 45 seconds West along said Eastern right of way line of 60 foot wide street right of way a distance of 400.0 feet to the point of beginning.

Lot beginning 237 feet East of the NW corner of the NW ¼ of the NW ¼ of Section Township 29 South, Range 20 East, and run thence South 188 feet to a point of beginning; continue thence South 75 feet, thence East 88 feet, thence North 75 feet and thence West 88 feet to the point of beginning.

Commencing at the Southeast corner of the SW ¼ of the SW ¼ of the SE ¼ of Section 22, Township 29 South, Range 20 East, lying and being in Hillsborough County, Florida, run thence North 0 degree 02 minutes East along the East boundary of said SW ¼ of the SW ¼ of the SE ¼ 232.4 feet for a point of beginning, run thence North 0 degrees 02 minutes East 60 feet, thence North 88 degrees 22 minutes West parallel with the North boundary of State Road #60, 190 feet, thence South 0 degrees 02 minutes West 60 feet, and thence South88 degrees 22 minutes East 190 feet to the Point of Beginning.

Lots 101 and 102 of EDGEWOOD SUBDIVISION, as per map or plat thereof recorded in Plat Book 14 on page 18 of the Public Records of Hillsborough County, Florida.

Lot 6 and the North 25 feet of Lot 7, in Block D of ELIZABETH COURT, according to map or plat thereof recorded in Plat Book 17, Page 23, Public Records of Hillsborough County, Florida