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To:
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From: VERA TORRES
Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407) 843-4600
Fax Number : (407) 843-4444

PLEASE ARRANGE FILING OF THE ATTACHED CERTIFICATE OF LIMITED PARTNERSHIP AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. PLEASE NOTE THAT A STATEMENT OF QUALIFICATION FOR AN "LLLP" STATUS IS TO FOLLOW SHORTLY. THANK YOU.

FLORIDA LIMITED PARTNERSHIP

HPD STARKEY LAKES II, LTD

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$140.00

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H05000056325 3

CERTIFICATE OF LIMITED PARTNERSHIP

OF

HPD STARKEY LAKES II, LTD.

The undersigned, hereby makes and files with the Secretary of State of the State of Florida, this Certificate of Limited Partnership for the purpose of forming a limited partnership in accordance with the Florida Revised Uniform Limited Partnership Act.

1. **NAME OF PARTNERSHIP.** The name of the partnership shall be HPD STARKEY LAKES II, LTD. (the "Partnership").

2. **LOCATION OF PRINCIPAL PLACE OF BUSINESS.** The principal place of business of the Partnership shall be located at 777 S. Harbour Island Boulevard, Suite 877, Tampa, Florida 33602.

3. **NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS.** The address of the Partnership's registered office in the State of Florida is 777 S. Harbour Island Boulevard, Suite 877, Tampa, Florida 33602. The Partnership's registered agent at that address is Gary W. Harrod.

4. **NAME AND BUSINESS ADDRESS OF THE GENERAL PARTNER.** The name of the sole general partner of the Partnership is Harrod Development, Inc., a Florida corporation. The address of the sole general partner is 777 S. Harbour Island Boulevard, Suite 877, Tampa, Florida 33602. #P99000053657

5. **MAILING ADDRESS OF THE LIMITED PARTNERSHIP.** The mailing address of the Partnership is 777 S. Harbour Island Boulevard, Suite 877, Tampa, Florida 33602.

6. **TERMINATION OF THE LIMITED PARTNERSHIP.** The Partnership shall be dissolved on December 31, 2045, unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the Partnership.

EXECUTED this 3 day of March, 2005.

GENERAL PARTNER:

HARROD DEVELOPMENT, INC., a Florida corporation

By: 

(Gary W. Harrod, President)

H05000056325 3

B05000056325 3

AFFIDAVIT OF LIMITED PARTNER'S CONTRIBUTION

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.108, the undersigned certifies that the amount of the capital contributions of the limited partners of the Partnership is \$990.00, and the amount anticipated to be contributed by the limited partners of the Partnership is \$0.

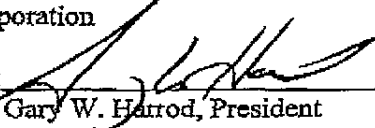
FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and the facts stated herein are true and correct.

EXECUTED this 3 day of March, 2005.

GENERAL PARTNER:

HARROD DEVELOPMENT, INC., a Florida corporation

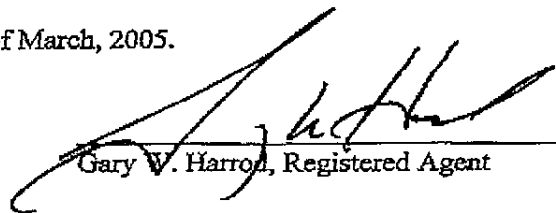
By: 
Gary W. Harrod, President

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, Gary W. Harrod, accepts his designation as Registered Agent for HPD STARKEY LAKES II, LTD. and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.

EXECUTED this 3 day of March, 2005.


Gary W. Harrod, Registered Agent