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04/04/05--01045--005 \*\*1837.50

FILED  
05 APR -5 AM 9:35  
TALLAHASSEE FLORIDA

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05 APR -5 AM 9:35  
TALLAHASSEE, FLORIDA

Holland & Knight LLP  
Requester's Name

315 So. Calhoun Street  
Address

425-5675  
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Heithoff Investments, L.P.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☒ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

April 4, 2005

HOLLAND & KNIGHT

TALLAHASSEE, FL

SUBJECT: HEITHOFF INVESTMENTS, L.P.  
Ref. Number: W05000016914

*Corrected*  
*4/5/05*

05 APR -5 AM 9:35  
TALLAHASSEE, FLORIDA  
FED

We have received your document for HEITHOFF INVESTMENTS, L.P. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$1,837.50 payment.

Florida limited partnerships may not use the suffix "L.P."

Please use LTD., LIMITED, or LIMITED PARTNERSHIP.

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) 245-6914.

Buck Kohr  
Document Specialist

Letter Number: 105A00022712

APR 11 2005 10:00 AM  
TALLAHASSEE, FLORIDA  
FED

**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**HEITHOFF INVESTMENTS LIMITED PARTNERSHIP**

FILED  
05 APR -5 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned general partner represents that it has formed a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act"), and that it has executed this Certificate of Limited Partnership pursuant to the foregoing Act and states herein as follows:

**I. Name**

The name of the limited partnership is HEITHOFF INVESTMENTS LIMITED PARTNERSHIP (the "partnership").

**II. Business Address**

The business address of the partnership is:

4911 Fisher Island Drive  
Miami Beach, Florida 33109

**III. Registered Agent and Registered Office**

The address of the registered office of the partnership and the name of the registered agent for service of process located at that office are as follows:

Intrastate Registered Agent Corporation  
701 Brickell Avenue  
Suite 3000  
Miami, Florida 33131

**IV. General Partner**

The name and business address of the general partner of the partnership is as follows:

Heithoff Investments, Inc.  
4911 Fisher Island Drive  
Miami Beach, Florida 33109

10500044125

**V. Mailing Address**

The mailing address of the partnership is as follows:

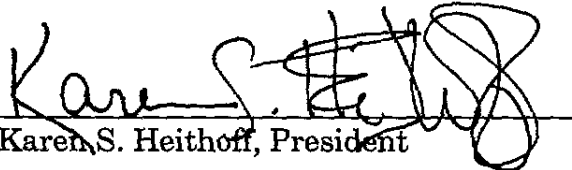
701 Brickell Avenue  
Suite 3000  
Miami, Florida 33131

**VI. Dissolution**

The latest date on which the partnership is to dissolve is December 31, 2055.

The undersigned General Partner of the partnership has executed this Certificate of Limited Partnership on this 24 day of March 2005.

Heithoff Investments, Inc., General Partner

By:   
Karen S. Heithoff, President

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT  
AND AGENT FOR SERVICE OF PROCESS**

The undersigned, having been designated the agent for service of process pursuant to Section 620.105, Florida Statutes and Registered Agent pursuant to Section 620.192, Florida Statutes of HEITHOFF INVESTMENTS, <sup>Limited Partnership</sup>, a limited partnership to be formed concurrently herewith under the Florida Revised Uniform Limited Partnership Act (1986), does hereby accept such designation and the obligations provided for in Section 620.105 and 620.192, Florida Statutes.

Dated this 24th day of March 2005.

INTRASTATE REGISTERED AGENT  
CORPORATION

By: Ronald Albert, Jr.  
Ronald Albert, Jr., Vice President

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, on behalf of HEITHOFF INVESTMENTS, INC., a Florida corporation, which is the sole general partner of HEITHOFF INVESTMENTS, Limited Partnership a Florida limited partnership, certifies:

1. The amount of capital contributions to date of the limited partners is zero dollars (\$0.00).

2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals approximately sixteen million dollars (\$16,000,000.00).

Signed on this 24th day of March, 2005.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury the undersigned declares that she has read the foregoing and knows the contents thereof and the facts stated herein are true and correct.

Heithoff Investments, Inc., General Partner

By: 

Karen S. Heithoff, President