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Jun-30-05 13:02 From: Kirk Pinkerton Law Firm
Division of Corporations

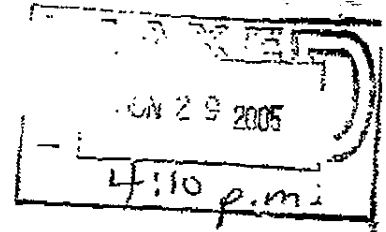
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FLORIDA LIMITED PARTNERSHIP

Alafia River Property Group, LLLP

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 30, 2005

ALAFIA RIVER PROPERTY GROUP, LLLP
411 VANDERKLOOF DRIVE
OSPREY, FL 34229

SUBJECT: ALAFIA RIVER PROPERTY GROUP, LLLP
REF: W05000031902

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You can not use the LLLP suffix without filing a statement of qualification with this filing. If that is your intentions you must write a note on your cover sheet that the statement is to follow.

The registered agent must sign accepting the designation.

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DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

FAX AUDIT #
H05-159625

CERTIFICATE OF LIMITED PARTNERSHIP

1. Alafia River Property Group, LLLP
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 411 Vanderkloot Drive, Osprey, Florida 34229
(Business address of Limited Partnership)
3. Alessandro A. Giannini, DDS
(Name of Registered Agent for Service of Process)
4. 411 Vanderkloot Drive, Osprey, Florida 34229
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 411 Vanderkloot Drive, Osprey, Florida 34229
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 12/31/2035
8. Name(s) of general partner(s): _____ Street address: _____

Alafia River Property Group, LLC 411 Vanderkloot Drive
Osprey, Florida 34229

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

Signed this 29th day of June, 2005

Signature of all general partners:

Alafia River Property Group, LLC, a Florida limited liability company
 General Partner General Partner

By: , Manager

General Partner

General Partner

General Partner

Prepared by: David M. Silberstein, Esq.
Kirk Pinkerton
720 South Orange Avenue
Sarasota, FL 34236
(941) 364-2481
Atty. Bar #0436879

FAX AUDIT #
H05-159625

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FAX AUDIT #

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of Alafia River
Property Group, LLLP

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ -0-

The total amount contributed and anticipated to be contributed by the limited partners at
totals \$ 6,000,000.00

Signed this 29th day of June, 2005

FURTHER AFFIANT SAYETH NOT.

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

ALAFIA RIVER PROPERTY GROUP, LLC, a Florida limited liability company

By:

Alessandro A. Giannini, Manager

General Partner

General Partner

General Partner

General Partner

General Partner

Executed before me June 29, 2005. FAX AUDIT #
H05-159625

Affiant is personally known.



Judith A. Rosenfeld
My Commission DD154029
Expires November 17, 2006

Judith A. Rosenfeld
Judith A. Rosenfeld

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