

AUG-08-2005 MON 03:49 PM

Division of Corporations

FAX NO

P. 01

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Florida Department of State
Division of Corporations
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TALLAHASSEE FLORIDA

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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

Timberleaf GP, Ltd.

Certificate of Status	1
Certified Copy	1
Page Count	08
Estimated Charge	\$148.75

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FAX NO.

P. 02

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
TIMBERLEAF GP, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the general partner of TIMBERLEAF GP, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be **TIMBERLEAF GP, LTD.** (the "Partnership").

2. The address of the initial office where records shall be kept shall be The Brandywine Centre 1, 580 Village Blvd., Suite 120, West Palm Beach, Florida 33409. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

3. The names and initial business addresses of the General Partners are:

RICHMAN TIMBERLEAF, LLC, a Florida limited liability company
The Brandywine Centre 1
580 Village Blvd., Suite 120
West Palm Beach, Florida 33409 - L05-77283

RICHELSON GP, LLC, a New York limited liability company
4 New King Street, Suite 100
White Plains, New York 10604 M03-2878

4. The Managing General Partner of the Partnership shall be Richman Timberleaf LLC, a Florida limited liability company.

5. The initial mailing address of the limited partnership is The Brandywine Centre, 580 Village Blvd., Suite 120, West Palm Beach, Florida 33409.

6. The latest date upon which the Partnership is to dissolve shall be December 31, 2065.

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FAX NO.

P. 03

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This Certificate has been executed by the undersigned as of the 4th day of August, 2005.

GENERAL PARTNERS:

RICHMAN TIMBERLEAF, LLC, a Florida limited liability company

By: TRG II Member, LLC, a Florida limited liability company, its sole member

By:  Brian W. Miller, President

RICHELSON GP, LLC, a New York limited liability company

By: _____
Eric Richelson, Managing Member

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P. 04

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Florida Dept of State
Fax Audit No. H06000188408.3

This Certificate has been executed by the undersigned as of the 3rd day of August, 2005.

GENERAL PARTNERS:

RICHMAN TIMBERLEAF, LLC, a Florida limited liability company

By: TRG II Member, LLC, a Florida limited liability company, its sole member

By: Kristin M. Miller, President

RICHELSON GP, LLC, a New York limited liability company

By: Eric Richelson
Eric Richelson, Managing Member

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P. 05

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for TIMBERLEAF GP, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in §620.192, Florida Statutes.

**B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC.,** a Florida corporation

By: 
Janice Myers, Vice President

Dated this 4th day of August, 2005.

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P. 06

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being the general partner of TIMBERLEAF GP, LTD. and being duly sworn do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of TIMBERLEAF GP, LTD., with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$50.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNERS:

**RICHMAN TIMBERLEAF, LLC, a Florida
limited liability company**

By: TRG II Member, LLC, a Florida limited
liability company, its sole member

By: _____
Kristin M. Miller, President

**RICHELSON GP, LLC, a New York limited
liability company**

By: *Eric Richelson*
Eric Richelson, Managing Member

Dated this 3rd day of August, 2005.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FIRM-BENEFIT PROPERTIES

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FAX NO.

P. 07

Electronic Filing
Florida Dept of State
Fax Audit No. H05000182408.

STATE OF CONNECTICUT
COUNTY OF FAIRFIELD

The foregoing instrument was acknowledged before me this 4th day of August, 2005, by KRISTIN M. MILLER, as President of TRG II Member, LLC, a Florida limited liability company, as sole member of Richman Timberleaf, LLC, a Florida limited liability company. She is personally known to me or has produced _____ as identification and who did/did not take an oath.

Lynn A. Donohue
(Signature of Notary Public)

LYNN A. DONOHUE
Notary Public, State of Connecticut
My Commission Expires June 30, 2008

(Typed name of Notary Public)
Notary Public, State of Connecticut
Commission No. _____
My commission expires: _____

STATE OF NEW YORK
COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of August, 2005, by ERIC RICHELSON, as Managing Member of Richelson GP, LLC, a Florida limited liability company. He is personally known to me or has produced _____ as identification and who did/did not take an oath.

(Signature of Notary Public)

(Typed name of Notary Public)
Notary Public, State of New York
Commission No. _____
My commission expires: _____

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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P. 08

Electronic Filing
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Fax Audit No. H05000189408

STATE OF CONNECTICUT
COUNTY OF FAIRFIELD

The foregoing instrument was acknowledged before me this _____ day of August, 2005, by KRISTIN M. MILLER, as President of TRG II Member, LLC, a Florida limited liability company, as sole member of Richman Timberleaf, LLC, a Florida limited liability company. She is personally known to me or has produced _____ as identification and who did/did not take an oath.

(Signature of Notary Public)

(Typed name of Notary Public)
Notary Public, State of Connecticut
Commission No. _____
My commission expires: _____

STATE OF NEW YORK
COUNTY OF Westchester

The foregoing instrument was acknowledged before me this 3 day of August, 2005, by ERIC RICHELSON, as Manager of Richelson Enterprises, LLC, a Florida limited liability company. He is personally known to me or has produced _____ as identification and who did/did not take an oath.

Karen E. Gomez
(Signature of Notary Public)

KAREN E. GOMEZ
Notary Public, State of New York
(Typed name of Notary Public)
Notary Public, State of New York
Commission Expires November 23, 2006
Commission No. _____
My commission expires: _____

CLERK OF STATE
TALLAHASSEE FLORIDA

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