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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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ESTABLISHED 1924

# FARR LAW FIRM

FARR, FARR, EMERICH, HACKETT & CARR, P.A.

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PERSONAL INJURY  
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ASSET PROTECTION

September 6, 2005

Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: CHARLOU PARTNERS, LLLP

Dear Sir/Madam:

Please find enclosed for filing the following documents relative to CHARLOU PARTNERS, LLLP:

1. Certificate of Limited Partnership;
2. Affidavit of Capital Contributions;
3. Statement of Qualification for Florida Limited Liability Limited Partnership.

A check in the amount of \$1,810.00 is enclosed for the filing fee, registered agent designation and Statement of Qualification (LLLP).

Thank you for your assistance.

Very truly yours,

DAVID A. HOLMES  
For the Firm

DAH/dfd  
Enclosures  
009106.0002(38)

EARL D. FARR, 1900 - 1988  
EARL DRAYTON FARR, JR.  
Of Counsel  
GUY S. EMERICH  
FL Bar Board Certified  
Wills, Trusts & Estates Lawyer  
JACK O. HACKETT II  
FL Bar Board Certified  
Real Estate Lawyer  
MICHAEL P. HAYMANS  
CHARLES T. BOYLE  
FL Bar Board Certified  
Marital & Family Lawyer  
DAROL H.M. CARR  
CONNIE M. SCHIDER  
FL Bar Board Certified  
Marital & Family Lawyer  
Certified Family Law Mediator  
MARK A. DRAPER  
DAVID A. HOLMES  
Certified Circuit Court Mediator  
GARY A. KAHLE  
FL Bar Board Certified  
Real Estate Lawyer  
JENNIFER R. HOWELL  
ROGER H. MILLER III  
DOROTHY L. KORSZEN  
JILL C. MCCRORY  
TINA M. MAYS  
WILL W. SUNTER

## CERTIFICATE OF LIMITED PARTNERSHIP

### CHARLOU PARTNERS, LLLP

On this 26 day of August, 2005, the undersigned, being authorized to form a limited liability limited partnership (the "Partnership") pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, as amended (the "Act"), hereby certify as follows:

1. **Name.** The name of the Partnership is CHARLOU PARTNERS, LLLP.
2. **Registered Agent and Registered Office.** The name and address of the Partnership's registered agent and registered office address in required to be maintained by FLA. STAT. § 620.105 is DAVID A. HOLMES, 99 Nesbit Street, Punta Gorda, Florida 33950.
3. **Business Address.** The business and mailing address of the Partnership is 713 E. MARION AVENUE, PUNTA GORDA, FL 33950.
4. **General Partner.** The names and addresses of the General Partners of the Partnership are:

LOUIS D. ROSENFELD  
CHARLENE GRIMM ROSENFELD  
713 E. Marion Avenue  
Punta Gorda, FL 33950

5. **Period of Existence.** The period of existence of the Partnership shall commence upon the filing of this Certificate of Limited Partnership with the Florida Department of State--Corporations Division and shall continue until dissolution January 1, 2104.

6. **Limited Partnership Agreement.** Any limited partnership agreement of the Partnership (the "Limited Partnership Agreement") must be in writing.

7. **Management.** The Partnership shall be managed by its General Partners in accordance with the procedures prescribed in the Limited Partnership Agreement; provided, however, that without prior written consent or authorization by the majority in interest of the Limited Partners of the Partnership, no General Partner shall be authorized to take any action set forth below:

a. commit act in contravention or violation of this certificate of limited partnership or the limited partnership agreement;

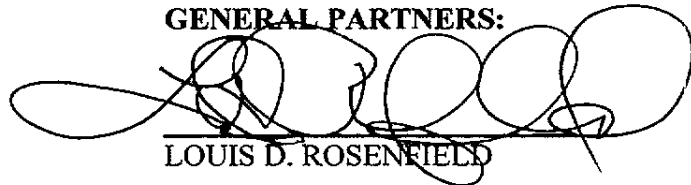
b. commit any act which would make it impossible to carry on the ordinary business of the partnership;

c. confess a judgment against the partnership other than in connection with third party loans to the partnership;

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DIVISION OF CORPORATIONS

- d. possess any partnership property, or assign the rights of the partners in the specific partnership property, for other than a partnership purpose;
- e. assign the partnership property or assets in trust for creditors or on the basis of an assignee's promise or undertaking to pay the debts or obligations of the partnership;
- f. commingle partnership funds with the funds of others, or
- g. admit a person or entity as a general partner of the partnership except as provided in the limited partnership agreement;

**GENERAL PARTNERS:**



LOUIS D. ROSENFELD



CHARLENE GRIMM ROSENFELD

**ACCEPTANCE**

*Having been named as registered agent and to accept service of process for the above stated limited liability partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



DAVID A. HOLMES  
Registered Agent

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TALLAHASSEE, FLORIDA

# AFFIDAVIT OF CAPITAL CONTRIBUTIONS

For

## CHARLOU PARTNERS, LLLP

The undersigned, being the general partners of CHARLOU PARTNERS, LLLP, a Florida limited liability limited partnership (the "Partnership") certifies as follows:

1. The total amount of the capital contributions of the limited partners of the Partnership to date is \$0.00.
2. The total amount contributed and anticipated to be contributed by the limited partners of the Partnership at this time is \$ 2,000,000.00.

FURTHER AFFIANT SAYETH NOT.

Subject to penalties of perjury, the general partner of the Partnership declares that it has read the foregoing and knows the contents thereof and that the facts stated therein are true and correct.

Signed this 26 day of August, 2005.

GENERAL PARTNERS:

  
LOUIS D. ROSENFELD


  
CHARLENE GRIMM ROSENFELD

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

SWORN TO AND SUBSCRIBED to before me this 26 day of August, 2005 by LOUIS D. ROSENFELD and CHARLENE GRIMM ROSENFELD, who ( ☒ ) are personally known to me or ( ) have produced \_\_\_\_\_ as identification.

(SEAL)



  
NOTARY PUBLIC - STATE OF FLORIDA

Printed Name of Notary: \_\_\_\_\_

My Commission expires: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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