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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Heritage Properties Limited Partnership

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TALLAHASSEE, FLORIDA

- Art of Inc. File _____
- LTD Partnership File *Conversion* _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
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- Cert. Copy _____
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- Certificate of Good Standing _____
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- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
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- UCC 1 or 3 File _____
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Signature _____

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Date *1/11*

Time *11:00*

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 12, 2006

CAPITAL CONNECTION, INC.

SUBJECT: HERITAGE PROPERTIES LIMITED PARTNERSHIP
Ref. Number: W06000001400

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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We have received your document for HERITAGE PROPERTIES LIMITED PARTNERSHIP and your check(s) totaling \$1113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 606A00002357

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
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TALLAHASSEE, FLORIDA

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2006 JAN 11 AM 9:57
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Certificate of Conversion
For
"Other Business Organization"
Into
Florida Limited Partnership or Limited Liability Limited Partnership

This Certificate of Conversion and attached Certificate of Limited Partnership are submitted to convert the following "Other Business Entity" into a Florida Limited Partnership or Limited Liability Limited Partnership in accordance with s.620.2104, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Heritage Properties Limited Partnership

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited partnership
(Enter entity type. Example: corporation, limited liability company, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Connecticut
(Enter state, or if a non-U.S. entity, the name of the country)

on January 1, 1992
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. The name of the Florida Limited Partnership or Limited Liability Limited Partnership as set forth in the attached Certificate of Limited Partnership:

Heritage Properties of Vero Beach Limited Partnership
(Enter Name of Florida Limited Partnership or Limited Liability Limited Partnership)

4. The conversion was approved as required by Chapter 620, F.S., and was approved in such a manner that complied with the converting organization's governing law.

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Certificate of Limited Partnership, if an effective date is listed therein.)

Signed this 6th day of January, 2006.

Signature of Each General Partner Listed in Attached Certificate of Limited Partnership:

Philip J. ...

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TALLAHASSEE, FLORIDA

Fees:

Certificate of Conversion:	\$ 52.50
Fees for Florida Certificate of Limited Partnership: ((\$965 Filing Fee and \$35 Filing Fee)	\$1,000.00
Certified Copy:	\$ 52.50 (Optional)
Certificate of Status:	\$ 8.75 (Optional)

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
FOR
FLORIDA LIMITED PARTNERSHIP
OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. Heritage Properties of Vero Beach Limited Partnership

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)
*Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P.
or LLLP.*

2. 4600 North A1A
(Street address of initial designated office)

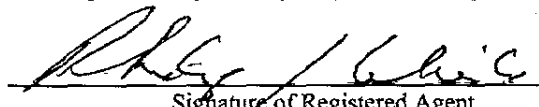
Vero Beach FL 32963

3. Philip J. Caliendo
(Name of Registered Agent for Service of Process)

4. 4600 North A1A
(Florida street address for Registered Agent)

Vero Beach FL 32963

5. *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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



Signature of Registered Agent

6. 4600 North A1A
(Mailing address of initial designated office)

Vero Beach FL 32963

7. If limited partnership elects to be a limited liability limited partnership, check box .

8. Name and business address of each general partner:

Name:

Business Address:

Philip J. Caliendo

4600 North A1A

Vero Beach FL 32963

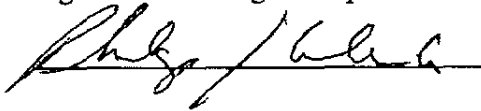
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TALLAHASSEE, FLORIDA

9. Effective date, if other than the date of filing: _____

(Effective date cannot be prior to nor more than 90 days after the date the document is filed by the Florida Department of State.)

Signed this 6th day of January, 2006

Signature of each general partner:



Filing Fees:	\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
Certified Copy (optional):	\$ 52.50
Certificate of Status (optional):	\$ 8.75