

Jan. 24. 2006 10:06AM
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PAGE 001/001

Florida Dept. of State
No. 2305 P. 2

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2006 JAN 24 A 9:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



January 20, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MORAN & SHAMS, P.A.

SUBJECT: BERGERON HOLDINGS, LLLP
REF: W06000002805

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

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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) 245-6094.

Agnes Lunt
Document Specialist

FAX And. #: R06000016290
Letter Number: 306A00004226

Jan. 24. 2006 10:07AM

No. 2305 P. 3

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CERTIFICATE OF LIMITED LIABILITY LIMITED PARTNERSHIP OF
BERGERON HOLDINGS, LLLP
A Florida Limited Liability Limited Partnership

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2006 JAN 24 A 9 02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned general partners desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law, as amended from time to time, hereby state the following:

1. The name of the Partnership is Bergeron Holdings, LLLP.
2. The address of the office of the Partnership is 9061 Great Heron Circle, Orlando, Florida 32836
3. The name and address of the agent for service of process on the Partnership is Maurice Shams, whose address is 111 M. Orange Ave., Suite 1200, Orlando, Florida 32801.
4. The names and business addresses of the General Partner(s) are as follows:

85 Ocean Woods, LLC
9061 Great Heron Circle
Orlando, FL 32836

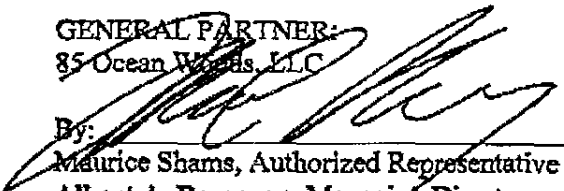
The liability of the General Partner(s) shall be limited to the extent provided under the law and under the Partnership Agreement. The General Partner(s) shall be liable only for acts or omissions involving intentional wrong doing or fraud. This is a limited liability limited partnership under the provisions of the Florida Revised Uniform Limited Partnership Act.

5. The mailing address of the Partnership is 9061 Great Heron Circle, Orlando, FL 32836.
6. The latest date upon which the Partnership shall dissolve is December 31, 2099.

The execution of this certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the general partner of Bergeron Holdings, LLLP this 12th day of JANUARY, 2006.

GENERAL PARTNER:
85 Ocean Woods, LLC

By: 
Maurice Shams, Authorized Representative for
Albert A. Bergeron, Managing Director

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Jan. 24. 2006 10:07AM
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No. 2305 P. 4

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2006 JAN 24 A 9 02

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT
FOR BERGERON HOLDINGS, LLLP,
a Florida limited partnership

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent for Bergeron Holdings, LLLP, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

By: 

Maurice Shams, Authorized Representative for
Albert A. Bergeron

Date: JAN. 1, 2006