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TALLAHASSEE, FLORIDA

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# FARR LAW FIRM

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

PERSONAL INJURY  
WRONGFUL DEATH  
CIVIL LITIGATION  
ESTATE PLANNING  
REAL ESTATE  
TITLE INSURANCE  
MARITAL & FAMILY  
ENVIRONMENTAL  
LAND USE  
BUSINESS  
TAXATION  
ELDER LAW  
ASSET PROTECTION

February 6, 2006

Division of Corporations  
Clifton Bldg.  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: GADBOIS FAMILY LIMITED PARTNERSHIP, LLLP

Dear Sir or Madam:

Please find enclosed for filing the following documents relative to  
GADBOIS FAMILY LIMITED PARTNERSHIP, LLLP:

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

The Law Firm's 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  
031063.0005.37

cc: Client

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

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CLERK OF SUPERIOR COURT  
TALLAHASSEE

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 17, 2006

DAVID HOLMES  
99 NESBIT STREET  
PUNTA GORDA, FL 33950

SUBJECT: GADBOIS FAMILY LIMITED PARTNERSHIP, LLLP  
Ref. Number: W06000007957

We have received your document for GADBOIS FAMILY LIMITED PARTNERSHIP, LLLP and your check(s) totaling \$1810.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Because of recent changes to Chapters 607, 608, and 620, Florida Statutes, which became effective January 1, 2006, your document does not meet current filing requirements. For your convenience, we are enclosing the correct form and instructions.

We are enclosing the proper form(s) with instructions 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) 245-6020.

Tammi Cline  
Document Specialist

Letter Number: 906A00011521

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# FARR LAW FIRM

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

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ASSET PROTECTION

February 24, 2006

Ms. Tammi Cline  
Document Specialist  
Division of Corporations  
Clifton Bldg.  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Document # W06000007957  
Gadbois Family Limited Partnership, LLLP

Dear Tammi:

Please find enclosed herewith a revised Certificate of Limited Partnership for the referenced document number which reflects in Paragraph 1 that the limited partnership elects limited liability limited partnership status. This should cure the defect that resulted in rejection of the prior filing.

Also enclosed is the fully executed Application for Refund for the \$810.00 overpayment.

Please advise if anything further is required. Thank you for your assistance.

Very truly yours,

DAVID A. HOLMES  
For the Firm

DAH/dfd  
Enclosures  
031063.0005.38

EARL D. FARR, 1900 - 1988  
EARL DRAYTON FARR, JR.  
Of Counsel  
GUY S. EMERICH  
FL Bar Board Certified  
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TALLAHASSEE, FL 32301

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## CERTIFICATE OF LIMITED PARTNERSHIP

### GADBOIS FAMILY LIMITED PARTNERSHIP, LLLP

On this 23rd day of February, 2006, 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 and Limited Liability Status.** The name of the Partnership is GADBOIS FAMILY LIMITED PARTNERSHIP, LLLP. The Limited Partnership elects limited liability limited partnership status.

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 1322 SAN MATEO, PUNTA GORDA, FLORIDA 33950.

4. **General Partner.** The name and address of the General Partner of the Partnership is:

SHANNON E. GADBOIS  
1322 SAN MATEO  
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, 2106.

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 Partner 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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- 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 PARTNER:

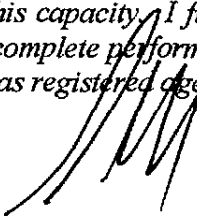
  
SHANNON E. GADBOIS

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TALLAHASSEE, FLORIDA

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### 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