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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

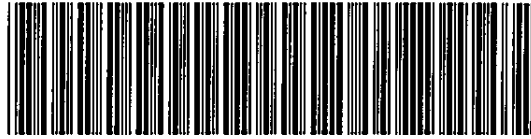
(Business Entity Name)

(Document Number)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 MAR 27 PM 4:05

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
TOD GP, LP**

This Certificate of Limited Partnership is prepared and filed in accordance with the provisions of the Uniform Limited Partnership Act as contained in Chapter 620 of the Florida Statutes.

The name of this Partnership is TOD GP, LP

1. The location of the principal place of business of the Partnership shall be: 1350 East Newport Center Drive, Suite 206, Deerfield Beach, Florida 33442, and the name and address of the agent for service of process is: TOD GP, Inc., 1350 E. Newport Center Drive, Suite 206, Deerfield Beach, Florida 33442.

2. The name and address of the General Partner is as follows: TOD GP, Inc., 1350 East Newport Center Drive, Suite 206, Deerfield Beach, Florida 33442.

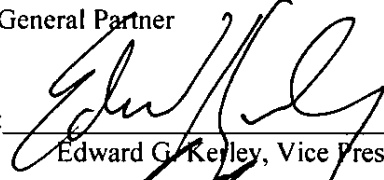
3. The mailing address of the Partnership is: 1350 East Newport Center Drive, Suite 206, Deerfield Beach, Florida 33442.

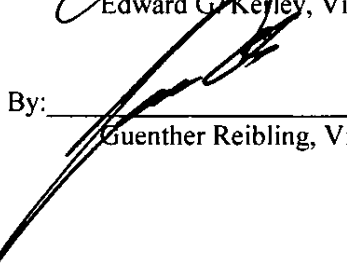
4. The latest date upon which the Partnership is to dissolve is upon the occurrence of any of the following events: (a) the determination of all Partners in the Partnership; (b) the withdrawal or deemed withdrawal pursuant to the Partnership Agreement of the last remaining General Partner and failure by the Limited Partners to elect to continue the Partnership and select a successor General Partner as provided in the Partnership Agreement; (c) the occurrence of an event specified under the laws of the State of Florida as one effecting a dissolution (except as otherwise provided in the Partnership Agreement); or (d) midnight on December 31, 2057.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the 21st day of March, 2007, and hereby affirms under the penalties of perjury that the facts stated in this Certificate are true.

FILED
CLERK OF STATE
DEPARTMENT OF CORPORATIONS
MARCH 27 11:05 AM '07

GENERAL PARTNER:
TOD GP, Inc., a Florida corporation,
its General Partner

By: 
Edward G. Kerley, Vice President

By: 
Guenther Reibling, Vice President

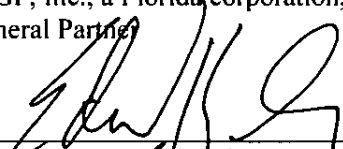
James R. Kay, Esquire
Florida Bar No. 298166
Kay Law Offices
700 Village Square Crossing, Suite 102B
Palm Beach Gardens, Florida 33410
Telephone: (561) 207-6200

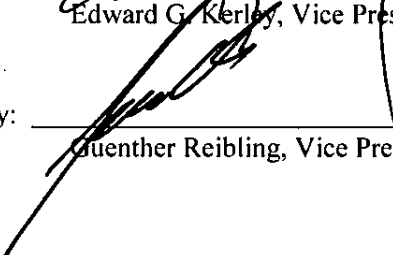
ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent, is familiar with, and accepts the obligations of, Section 620.192, Florida Statutes.

TOD GP, Inc., a Florida corporation,
its General Partner

Date: March 21st, 2007

By: 
Edward G. Kerley, Vice President

By: 
Guenther Reibling, Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 MAR 27 PM 4: 05

AFFIDAVIT

STATE OF FLORIDA)
COUNTY OF DUVAL)

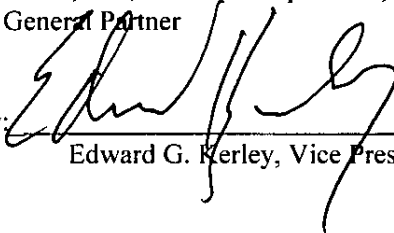
Before me, the undersigned authority duly authorized to acknowledge oaths, personally appeared EDWARD G. KERLEY, as Vice President of TOD GP, Inc., a Florida corporation, the General Partner of TOD GP, LP, a Florida limited partnership, who upon oath duly sworn deposed and stated as follows:

That he is a Vice President of TOD GP, Inc., a Florida corporation, the General Partner of TOD GP, LP, a Florida limited partnership (the "Partnership"), and has the authority to make this Affidavit on behalf of the Partnership.

That the amount of the capital contributions of the Limited Partners of the Partnership, and the total amount anticipated to be contributed by the Limited Partners of the Partnership is \$100.00.

Further, Affiant sayeth naught.

GENERAL PARTNER:
TOD GP, Inc., a Florida corporation,
its General Partner

By: 
Edward G. Kerley, Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 MAR 27 PM 4: 05

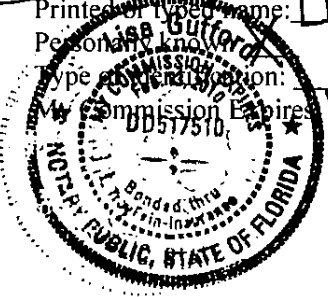
Sworn to and subscribed before

me this 21 day of March, 2007

Notary Public
Printed or typed name: Lisa D. Gufford

Personally known _____ OR produced identification _____

Type of identification: _____
Commission Expires February 13, 2010



(SEAL)

AFFIDAVIT

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

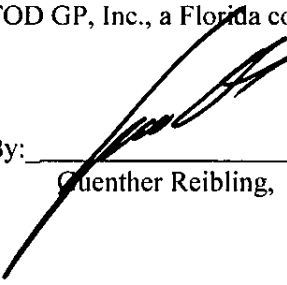
Before me, the undersigned authority duly authorized to acknowledge oaths, personally appeared GUENTHER REIBLING, as Vice President of TOD GP, Inc., a Florida corporation, the General Partner of TOD GP, LP, a Florida limited partnership, who upon oath duly sworn deposed and stated as follows:

That she is a Vice President of TOD GP, Inc., a Florida corporation, the General Partner of TOD GP, LP, a Florida limited partnership (the "Partnership"), and has the authority to make this Affidavit on behalf of the Partnership.

That the amount of the capital contributions of the Limited Partners of the Partnership, and the total amount anticipated to be contributed by the Limited Partners of the Partnership is \$100.00.

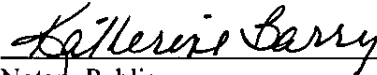
Further, Affiant sayeth naught.

GENERAL PARTNER:
TOD GP, Inc., a Florida corporation, its General Partner

By: 
Guenther Reibling, Vice President

Sworn to and subscribed before

me this 20th day of March, 2007.


Notary Public
Printed or typed name: _____
Personally known _____ OR produced identification _____
Type of identification: _____
My Commission Expires: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 MAR 27 PM 4:05

(SEAL)

