

04/21/2010 WED 16:00

Division of Corporations

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Florida Department of State
Division of Corporations
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L. SELLERS

APR 28 2010

EXAMINER

To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : THE FARR LAW FIRM
Account Number : 103654001666
Phone : (941) 639-1158
Fax Number : (941) 639-0028

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: cholmes@farr.com

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10 APR 21 PM 4:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LP/LLLP
MBC LIMITED, LLLP

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$1,000.00

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10 APR 27 AM 9:58

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Corporate Filing Menu

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04/22/2010 11:30 IFAX 73018farr.com
850-617-6381

4/22/2010 11:29:12 AM PAGE

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1/002 Fax Server

April 22, 2010

THE FARR LAW FIRM

SUBJECT: MBC LIMITED, LLLP
REF: W10000019653

We have received your document for MBC LIMITED, LLLP and your check(s) totaling \$. 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. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

The document number of the name conflict is P10000002635.

Please return your document, along with a copy of this letter, within 60 days of your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

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Leslie Sellers
Regulatory Specialist II

FAX Aud. #: H10000092859
Letter Number: 310A00009963



ESTABLISHED 1924

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

TO: Florida Dept. of State -- Division of Corporations ASC 617 6383

FROM: Barbara Lockhart 941-639-1158 ext. 275

DATE: 4/27/10

RE: Annual Report Filings

NUMBER OF PAGES INCLUDING COVER SHEET: 5

Fax Operator: Barbara Lockhart ext. 275

We will send the original by: MAIL ☐ OVERNIGHT ☐
If neither is checked, no original will be sent.

EARL D. FARR, 1900 - 1988

EARL DRAYTON FARR, JR.
Senior Counsel

GUY S. EMERICH
FL Bar Board Certified
Wills, Trusts & Estates Lawyer

JACK O. HACKETT II
FL Bar Board Certified
Real Estate Lawyer

CHARLES F. BOYLE
FL Bar Board Certified
Marital & Family Lawyer

DAROL H.M. CARR

DAVID A. HOLMES
Certified Circuit Court Mediator

GARY A. KAHLE
FL Bar Board Certified
Real Estate Lawyer

JENNIFER R. HOWELL
FL Bar Board Certified
Elder Law Lawyer

ROGER H. MILLER III

DOROTHY L. KORSZEN

WILL W. SUNTER

FORREST J. BASS

NATALIE C. LASHWAY

MESSAGE:

Please see the attached.

CERTIFICATE OF LIMITED PARTNERSHIP

MBG LIMITED PARTNERS, LLLP

On this 23 day of April, 2010, 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 MBG LIMITED PARTNERS, 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 as 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 99 Nesbit Street, Punta Gorda, FL 33950.

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

Bernard C. Johnson
P.O. Box 7
Matlacha, FL 33993

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, 2108.

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;

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- d. possess any partnership property, or assign the rights of the partners in partnership property, for other than a partnership purpose;
- e. assign 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.

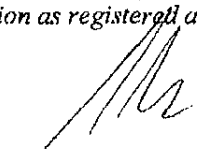
IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as the General Partner of the Partnership.

GENERAL PARTNER:


BERNARD C. JOHNSON

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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