

Division of Corporations

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RCP OF WINTER HAVEN, LLLP

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**CERTIFICATE OF LIMITED LIABILITY LIMITED PARTNERSHIP
OF
RCP OF WINTER HAVEN, LLLP**

Pursuant to the authority of Section 620.1201, Florida Statutes, the undersigned, constituting the general partners of **RCP OF WINTER HAVEN, LLLP** (the "Partnership"), hereby submit the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be **RCP OF WINTER HAVEN, LLLP**.
2. The address of the office where records shall be kept shall be 220 McLean Point, Winter Haven, Florida 33884. The name and address of the registered agent for service of process is Ronald C. Prati, Jr., 220 McLean Point, Winter Haven, Florida 33884.
3. The names and addresses of the general partners are:

Ronald C. Prati, Jr., as Trustee of the Dr. Ronald C. Prati, Jr. Revocable Trust dated November 8, 2004, as Amended and restated November 4, 2010
220 McLean Point
Winter Haven, Florida 33884

Tracy S. Prati, as Trustee of the Dr. Tracy S. Prati Revocable Trust dated November 8, 2004, as Amended and restated November 4, 2010
220 McLean Point
Winter Haven, Florida 33884
4. The mailing address and principal address of the limited partnership is 220 McLean Point, Winter Haven, Florida 33884.
5. The limited partnership elects to be a limited liability limited partnership.


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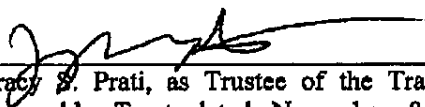
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This Agreement has been executed by the undersigned this 4th day of November, 2010.

GENERAL PARTNERS:



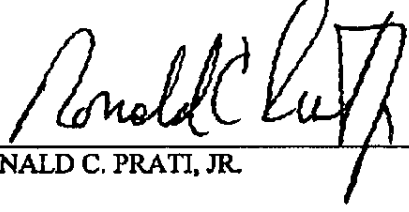
Ronald C. Prati, Jr., as Trustee of the Dr. Ronald C. Prati, Jr. Revocable Trust dated November 8, 2004, as amended and restated November 4, 2010



Tracy S. Prati, as Trustee of the Tracy S. Prati Revocable Trust dated November 8, 2004, as amended and restated November 4, 2010

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as Registered Agent for RCP OF WINTER HAVEN, LLLP, the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that the undersigned is familiar with the undersigned's statutory obligations as such.



RONALD C. PRATI, JR.

Dated this 4th day of November, 2010.

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