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# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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TERRACAP BR INVESTORS, L.P.

\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ Cert. Copy \_\_\_\_\_  
\_\_\_\_ ☒ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
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**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**TERRACAP BR INVESTORS, L.P.**

The undersigned, as General Partner of a Limited Partnership formed under the laws of the State of Florida, Florida Statutes, Chapter 620, hereby sets forth and declares:

Article I  
Name

The name of the Limited Partnership shall be **TERRACAP BR INVESTORS, L.P.**

Article II  
Principal Office

The principal place for the transaction of the partnership business shall be **100 Sheppard Avenue East, Suite 502, Toronto, Ontario, Canada, M2N 6N6** and the mailing address shall be **100 Sheppard Avenue East, Suite 502, Toronto, Ontario, Canada, M2N 6N5**. That said, the limited liability limited partnership shall have the right and authority to do business at such other place or places within or without the State of Florida as the limited partnership may, by resolution, designate.

Article III  
Purpose

The partnership may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article IV  
Term of Existence

The existence of the partnership shall commence on the filing of this Certificate with the Secretary of State of the State of Florida and shall continue thereafter in perpetuity until dissolved as provided in the partnership agreement or by law.

Article V  
Registered Office and Agent

The street address of the initial registered office of this corporation is **1833 Hendry Street, Fort Myers, Florida 33901**, and the name of the initial registered agent of this corporation at that address is **CHARLES MANN, ESQ.**

Article VI  
General Partner

The name and business address of the General Partner of this limited partnership is:

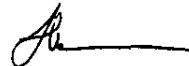
**Terracap BR Developers, Inc.**  
**100 Sheppard Avenue East, Suite 502**  
**Toronto, Ontario, Canada M2N 6N5**

P09000067816

Article VII  
No Limited Liability Limited Partnership

The Partnership shall be organized as a Limited Partnership. It is **NOT** the intention of the parties to organize a limited liability limited partnership.

IN WITNESS WHEREOF, I, Larry Krauss, being the President of Terracap BR Developers, Inc., the General Partner of TERRACAP BR INVESTORS, L.P., for the purpose of forming a limited partnership under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Certificate of Limited Partnership, hereby certifying that the facts therein stated are true, and accordingly set my hand and seal this 24th day of June, 2011.

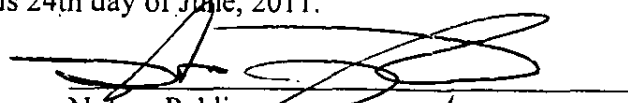


Larry Krauss  
As President of Terracap BR Developers,  
Inc., the General Partner

CITY OF TORONTO)  
PROVINCE OF ONTARIO)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared LARRY KRAUSS, who is known to me to be the person who made and subscribed to the foregoing Certificate of Limited Partnership, and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 24th day of June, 2011.



Notary Public  
My Commission No.: 1/2  
My Commission Expires: 1/2, 20

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First—That **TERRACAP BR INVESTORS, L.P.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Limited Partnership, at **100 Sheppard Avenue East, Toronto, Ontario, Canada, M2N 6N5**, has named **CHARLES MANN, ESQ.**, located at 1833 Hendry St., City of Fort Myers, County of Lee, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENTS:**

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

\_\_\_\_\_  
CHARLES MANN, Registered Agent