

Nov. 21. 2014 10:56AM
Division of Corporations

Clark, Albaugh and Rutz, LLP

No. 688

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
PALM BREEZE GROUP PARTNERS, LTD.,
A FLORIDA LIMITED PARTNERSHIP**

Pursuant to the authority of Section 620.1201, Florida Statutes, the undersigned, constituting the sole general partner of PALM BREEZE GROUP PARTNERS, LTD., a Florida limited partnership (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be PALM BREEZE GROUP PARTNERS, LTD.
2. The address of the initial office where records shall be kept shall be 200 East Canton Avenue, Suite 102, Winter Park, Florida 32789. The name of the initial registered agent for service of process is Clark, Albaugh & Rentz, LLP, a Florida limited liability partnership, and the street address of the initial registered agent office is 700 West Morse Boulevard, Suite 101, Winter Park, Florida 32789.
3. The name and initial business address of the General Partner is:

PALM BREEZE GROUP MANAGERS, L.L.C., a Florida limited liability company
200 East Canton Avenue, Suite 102, Winter Park, Florida 32789
4. The initial mailing address of the limited partnership is 200 East Canton Avenue, Suite 102, Winter Park, Florida 32789.
5. The duration of the Partnership shall be perpetual, unless dissolved in accordance with the terms of the governing partnership agreement of the Partnership.
6. The Partnership hereby elects to be a limited partnership.

This Certificate has been executed by the undersigned as of the 12 day of November, 2014.

GENERAL PARTNER:

**PALM BREEZE GROUP MANAGERS, L.L.C., a
Florida limited liability company**

By: FL Tax Holdings 2010, Ltd., a Florida limited
partnership, its sole member

By: 
Paul M. Missigman, Manager

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Clark, Albaugh and Rentz, LLP

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated Registered Agent for PALM BREEZE GROUP PARTNERS, LTD., a Florida limited partnership, the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with and accepts its statutory obligations as such.

CLARK, ALBAUGH & RENTZ, LLP, a
Florida limited liability partnership

By: _____


Scott D. Clark, Partner

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