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#### **CERTIFICATE OF LIMITED PARTNERSHIP**

OF

#### HOUSE OF SPEARS ENTERPRISES LIMITED PARTNERSHIP

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SECRETARY OF STATE
TALLAHASSER, FLORIDA

The undersigned general partner files this Certificate of Limited Partnership of House of Spears Enterprises Limited Partnership with the Florida Secretary of State pursuant to the requirements of Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act"), in order to form a Florida limited partnership.

- 1. NAME. The name of the limited partnership is House of Spears Enterprises Limited Partnership.
- 2. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE OFFICE AT WHICH THE RECORDS REQUIRED TO BE MAINTAINED BY THE PARTNERSHIP UNDER THE ACT ARE KEPT IS: c/o Capital Wealth Advisors, 9045 Strada Stell Court, Suite 106, Naples, Florida 34109.
- 3. REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE: George A. Wilson, Esquire, whose business address is 2425 Tamiami Trail North, Suite 211, Naples, Florida 34103.
- 4. NAME AND ADDRESS OF THE GENERAL PARTNER OF THE PARTNERSHIP ARE AS FOLLOWS:

#### NAME

#### <u>ADDRESS</u>

HOUSE OF SPEARS, LLC

9045 Strada Stell Court, Suite 106 Naples, Florida 34109

- 5. THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL BE: When this Certificate is filed with the Secretary of State.
- 6. THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO BE DISSOLVED AND ITS AFFAIRS WOUND UP WILL BE: December 31, 2066.
- 7. **AFFIRMATION**. Each general partner hereby acknowledges that pursuant to the Act:
- a. The execution of this certificate by the general partner constitutes an affirmation under penalties of perjury that the facts stated herein are true;

- b. The general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and
- c. If, after the execution of this certificate a general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause this certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the terms of the Act.

DATED this 10 day of January, 2016.

HOUSE OF SPEARS, LLC, General

Partner

By: Ndamukong Súh

Its: Manager

### CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Sections 48.091 and 620.105, Florida Statutes, the following is submitted:

HOUSE OF SPEARS ENTERPRISES LIMITED PARTNERSHIP, desiring to organize or qualify under the laws of the State of Florida, hereby designates George A. Wilson, Esquire as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 2425 Tamiami Trail North, Suite 211, Naples, FL 34103.

DATED this \_\_\_\_\_\_, 2016.

HOUSE OF SPEARS, LLC, General Partner

By: Ndamukong Suh

Its: Manager

Having been named as registered agent to accept service of process for the above stated limited 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 10 day of Thousand, 2016.

GEORGE A. WILSON, ESQUIRE

16 FEB -8 AM -8: 31
SECRETARY OF STATE
INLLAHASSEE FLORIDA

### SCHEDULE A INITIAL CAPITAL CONTRIBUTIONS

Initial capital contribution of limited partners:	\$
Total amount anticipated to be contributed by the limited partners:	\$

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