

1204 HAYS STREET
TALLAHASSEE, FL 32301
(904) 222-0071
(904) 222-0072 FAX

800-342-8086



A95000000658

ACCOUNT NO. : 0721000000032

REFERENCE : 505484 8955A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

FILED
SECRETARY OF STATE
BUREAU OF CORPORATIONS
95 APR 26 PM 1:18

ORDER DATE : April 26, 1995

ORDER TIME : 10:10 AM

ORDER NO. : 505484

CUSTOMER NO: 8955A

500001471315
-05/02/95--01116--018
***1785.00 ***1785.00

CUSTOMER: Robert D. Royston Jr., Esq
ROBERT D. ROYSTON JR., ESQ

Suite 101
12670 New Brittany Boulevard
Ft. Myers, FL 33907

DOMESTIC FILING

NAME: RAIFFEISEN USA, FLORIDA 7
SUNSET LAKE, LTD.

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

C. TAX _____
FILING 17.50
R. AGENT FEE 35
C. COPY _____
TOTAL 1785
R. BANK _____
BALANCE DUE _____
OFFIND _____

4/26/95
BR

CERTIFICATE OF LIMITED PARTNERSHIP
RAIFFEISEN USA, FLORIDA 7 SUNSET LAKE, LTD.

Pursuant to Florida Statutes, 620.108 the undersigned seek to register the Florida Limited Partnership, RAIFFEISEN USA, FLORIDA 7 SUNSET LAKE, LTD., and submit this certificate of limited partnership for registration.

1. The name of the limited partnership is "RAIFFEISEN USA, FLORIDA 7 SUNSET LAKE, LTD.".

2. The address of the registered office of the limited partnership and the name and address of the registered agent of the partnership for service of process are as follow:

REGISTERED AGENT

ROBERT D. ROYSTON, JR.

REGISTERED OFFICE

Costello, Sims & Royston
12670 New Brittany Blvd., #101
Fort Myers, FL 33907

3. The name of and business address for each general partner is:

NAME

RAIFFEISEN USA CONSTRUCTION,
INC.

ADDRESS

904 Lee Blvd., Suite 102/103
Lehigh Acres, FL 33936

4. The mailing address for the limited partnership is:

904 Lee Blvd., Suite 102/103
Lehigh Acres, FL 33936

5. The latest date on which the limited partnership can dissolve is December 31st, 2005.

RAIFFEISEN USA CONSTRUCTION, INC.

By: JOHANN M. PFEIFFER, Vice Pres.

My Commission Expires:



Cynthia A. Anthony
Notary Public, State of Florida
CYNTHIA A. ANTHONY
(printed name of notary)

FILED STATE
SECRETARY OF GOVERNMENTS
7 APR 26 PM 1:18
95 APR 26 PM 1:18

ACCEPTANCE OF DUTIES OF REGISTERED AGENT
FOR
RAIFFEISEN USA, FLORIDA 7 SUNSET LAKE, LTD.

Having been named to accept service of process for RAIFFEISEN USA, FLORIDA 7 SUNSET LAKE, LTD., in its Certificate of Limited Partnership at my offices maintained at 12670 New Brittany Blvd, Suite 101, Fort Myers, Florida, 33907, I hereby agree to act, in that capacity, and I further agree to comply with the provisions of Florida law relative to the proper and complete performance of my duties as registered agent for the limited partnership.

Dated this 21st day of April, 1998.



ROBERT D. ROYSTON, JR.

RECEIVED
SECRETARY OF STATE
OFFICE OF THE
CLERK OF THE
SUPREME COURT
8/18

AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS

RAIFFEISEN USA, FLORIDA 7 SUNSET LAKE, LTD.

STATE OF FLORIDA:
COUNTY OF LEE:

Pursuant to Florida Statutes, 620.108 the undersigned state
the capital contributions of the limited partners under oath

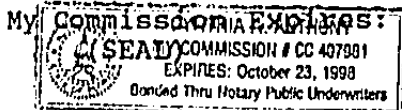
1. The amount of capital contributions from the limited
partners is \$10,000.00.

2. It is anticipated that an additional \$ 110,000.00
will be paid as capital contributions from the limited partners,
plus the granting of an interest in real property with an estimated
value of \$365,800.00.

RAIFFEISEN USA CONSTRUCTION, INC.

By: JOHANN M. PFEIFFER, Vice Pres.

Sworn to (or affirmed) and subscribed before me this 19 day
of April, 1995, by JOHANN M. PFEIFFER individually
and as Vice President of RAIFFEISEN USA CONSTRUCTION, INC., a
Florida corporation, on behalf of the corporation as the general
partner of RAIFFEISEN USA, FLORIDA 7 SUNSET LAKE, LTD., a Florida
limited partnership.



Cynthia A. Anthony
Notary Public, State of Florida
CYNTHIA A. ANTHONY
(printed name of notary)

Personally Known AK OR Produced Identification ✓
Type of Identification Produced _____

A95000000658

MADLINE EBELINI, P. A.
ATTORNEY AT LAW
1402 CLARET COURT
FORT MYERS, FLORIDA 33919

TELEPHONE (813) 482-0125

FILED

1995 SEP 15 AM 10:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TALLAHASSEE FACSIMILE (813) 482-0125

September 14, 1995

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee FL 32314

VIA FEDERAL EXPRESS

Re: Certificate of Amendment to Certificate of Limited Partnership of Raiffeisen
USA, Florida 7 Sunset Lake, Ltd.
Identification Number A95000000658
Original Filing Date: 04/26/95

7000001586517
-09/15/95--010009--004
*****61.25 *****61.25

Dear Sir or Madam:

Enclosed please find a fully executed Certificate of Amendment to Certificate of Limited Partnership of Raiffeisen USA, Florida 7 Sunset Lake, Ltd. Please accept this document for filing with your office. This Certificate of Amendment serves to change the name of the limited partnership and to change the registered agent. A fully executed Acceptance of Registered Agent is also enclosed.

Also enclosed is a check in the amount of \$61.25 to cover both the filing fee of \$52.50 and the fee for a Certificate of Status of \$8.75. We request that the Certificate of Status specifically refer to the name change effectuated by the enclosed Certificate of Amendment from "Raiffeisen USA, Florida 7 Sunset Lake, Ltd." to "RS-Sunset Lake, Ltd.".

The Certificate of Status is to be mailed to me at the above address. If you have any questions or require any further information regarding this filing, please do not hesitate to contact me by phone at (941) 482-0125. Thank you for your assistance.

A95000000658

Cordially,

Madeline Ebelini

Madeline Ebelini

Enclosures

cc: (without enclosures) Raiffeisen USA, Florida 7 Sunset Lake, Ltd.

9-15

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF

RAIFFEISEN USA, FLORIDA 7 SUNSET LAKE, LTD.
A Florida Limited Partnership

FILED
1995 SEP 15 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida limited partnership, the certificate for which was filed with the Florida Department of State on April 26, 1995, adopts the following amendments to its Certificate of Limited Partnership:

ARTICLE 1

Article 1 is amended to read as follows:

The name of the limited partnership is "RS-SUNSET LAKE, LTD."

END OF AMENDMENT TO ARTICLE 1.

For purposes of compliance with Section 620.1051, Florida Statutes, the following information is provided:

The name of the present registered agent and the street address of the present registered office, as reflected on the records of the Florida Department of State prior to the filing of this Certificate of Amendment, are:

PRESENT REGISTERED AGENT

Robert D. Royston, Jr.

PRESENT REGISTERED OFFICE

Costello, Sims & Royston
12670 New Brittany Blvd., #101
Ft. Myers FL 33907

Henceforth, the registered agent and registered office shall be as set forth in the Amendment to Article 2 below:

ARTICLE 2

Article 2 is amended to read as follows:

The name of the registered agent of the partnership for service of process, and the address of the registered office of the limited partnership are as follows:

REGISTERED AGENT

Madeline Ebelini

REGISTERED OFFICE

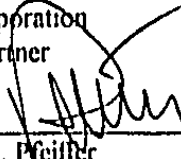
Madeline Ebelini, P.A.
1462 Claret Court
Ft. Myers FL 33919

END OF AMENDMENT TO ARTICLE 2.

All changes set forth in this Certificate of Amendment have been authorized by the general partner of the limited partnership.

This Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.

RAIFFEISEN USA CONSTRUCTION, INC.
A Florida Corporation
Its General Partner

BY: 
Johann M. Pfeiffer
As Vice President and Authorized
Representative

DATE: 9/13/95

ACCEPTANCE OF REGISTERED AGENT

I, Madeline Ebelini, having been named as Registered Agent to accept service of process for RS-Sunset Lake, Ltd., a Florida limited partnership, at the place designated in the Certificate of Amendment of Certificate of Limited Partnership of Raiffeisen USA, Florida 7 Sunset Lake, Ltd., dated September 13, 1995, agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Madeline Ebelini
Madeline Ebelini

Fort Myers, Florida

September 14, 19 95

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Secretary of State
Division of Corporations

FILED

95 DEC -4 AM 8:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership

1a. DOCUMENT #
A95000000658

RAIFFEISEN USA, FLORIDA 7 SUNSET LAKE, LTD.

Mailing Address

904 LEE BLVD., SUITE 102/100
LEHIGH ACRES FL 33906

Principal Office Address

904 LEE BLVD., SUITE 102/100
LEHIGH ACRES FL 33906

DO NOT WRITE IN THIS SPACE

2. New Mailing Address, if Applicable

Name, Apt. #, etc.

2000 1155-1 1157
-12/06/95-01153-017

City, State & Zip

576.25 576.25

2a. New Principal Office Address, if Applicable

Name, Apt. #, etc.

City, State & Zip

3. Date Formed or Registered to Do Business in
FLORIDA 04/26/1995

3a. Date of Last Report

NA

4. State or Country of Formation

FL

5a. Capital Contributions as Shown
on Record \$485,800.00

5b. Amount of Capital Contributions
FLORIDA to date \$372,800

6. FID Number

65-0573969

Applied Fee

Fee Applicable

7. CERTIFICATE OF STATUS REQUIRED

\$5.75 Additional Fee required
for a Certificate of Status

8. FEES: 1. Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2. Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75).
If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
Note: MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent

BOYNTON, ROBERT D JR.
C/O COSTELLO, SIMS & ROYSTON
12670 NEW BRITTANY BLVD., #101
FORT MYERS FL 33907

10. If changed, new Registered Agent/Office

Name

MADELINE EBELINI

Street Address (P.O. Box Number is Not Acceptable)

1462 CLARET COURT

Name, Apt. #, etc.

City

FT. MYERS

FL

Zip Code

33919

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent or both in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

Madeline Ebelini

DATE

9-18-95

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

RAIFFEISEN USA CONSTRUCTION,

11a. Address of Each General Partner
(Do not list care boxes or P.O. boxes)

904 LEE BLVD., SUITE

11b. City, State & Zip Code

LEHIGH ACRES FL 33936

11c. Registry/
Document Number

P95000012383

Note! General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I, the undersigned, certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(b), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(b) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes.

SIGNATURE

Yugrid Wiltsman, Treasurer
RS-Cosmopolitan

DATE

11.07.95
369-1710

Telephone Number

0011833

CR2E03 (6-95)