

1201 HAYS STREET  
TALLAHASSEE, FL 32301

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A96000000002



ACCOUNT NO. : 072100000032  
REFERENCE : 787304 10561  
AUTHORIZATION :  
COST LIMIT : \$ PREPAID

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC 29 PM 4:20

ORDER DATE : December 29, 1995

ORDER TIME : 10:05 AM

FILE

ORDER NO. : 787304

SECOND LLL

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-01/04/96--01092--010  
\*\*\*1837.50 \*\*\*1837.50

CUSTOMER NO: 10561

CUSTOMER: C. Coleman G. Edmunds, Esq  
BAKER & MCKENZIE

Suite 1600  
701 Brickell Avenue  
Miami, FL 33131

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DIVISION OF CORPORATION

DOMESTIC FILING

NAME: ZB PARTNERS, LTD.

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint D. Fuhrman

EXAMINER'S INITIALS:

G. TAX  
FILING 17.50.00  
AGENT FEE 35.00  
C. COPY 52.50  
TOTAL 105.00  
N. BANK  
BALANCE DUE  
REFUND

12/29/95

**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**ZG PARTNERS, LTD.**

a Florida limited partnership

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1. The name of this limited partnership is ZG Partners, Ltd. (the "Partnership")
2. The principal place of business and the mailing address of the Partnership is

601 Cleveland St., Suite 200  
Clearwater, Florida 34615

3. The name and address of the registered agent of the Partnership is

Bryan J. Zwan  
601 Cleveland St., Suite 200  
Clearwater, Florida 34615

4. The name and address of the General Partner of the Partnership is:

BJZwan, Inc.  
601 Cleveland St., Suite 200  
Clearwater, Florida 34615

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5. The latest date upon which the Partnership is to dissolve is December 31, 2045.

IN WITNESS WHEREOF, the undersigned general partner of ZG Partners, Ltd.,  
has executed this Certificate of Limited Partnership this 27<sup>th</sup> day of December, 1995.

**GENERAL PARTNER:**

BJZwan, Inc.

By:

*Bryan J. Zwan*

Bryan J. Zwan, President

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

1. The name of the partnership is ZG Partners, Ltd., a Florida limited partnership (the "Partnership").

2. The amount of the capital contribution of the Limited Partner and the amount anticipated to be contributed by the Limited Partner of the Partnership is \$100,000,000.

FURTHER AFFIANT SAYETH NOT.

GENERAL PARTNER:

BJZwan, Inc.

Dated: December 27, 1995

By:

Bryan J. Zwan  
Bryan J. Zwan, President

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**ACKNOWLEDGMENT OF REGISTERED AGENT**

The undersigned, having been named as Registered Agent for ZG Partners, Ltd., at the place designated in this Certificate of Limited Partnership, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.

*Bryan J. Zwan*

Bryan J. Zwan  
Registered Agent

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