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R. STEPHEN OTTEWELL  
ATTORNEY AT LAW

0071 N. FEDERAL HWY., SUITES 200 - 201, BOCA RATON, FLORIDA 33487  
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January 10, 1996

Reply: Boca Raton Office

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Certificate of Limited Partnership, Affidavit of Capital Contributions,  
Acceptance of Registered Agent of GRS ASSOCIATES, a LIMITED  
PARTNERSHIP

Dear Sir/Madam:

Enclosed are the original and one copy of the Certificate of Limited Partnership, Affidavit of Capital Contribution, Designation of Registered Agent. Also enclosed is a check in the amount of \$ 140.00 for the filing fee, designation of registered agent and a certified copy of papers.

If you have any questions, please do not hesitate to contact me.

Thank you for your assistance in this matter.

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-01/11/96--01075--001  
\*\*\*\*140.00 \*\*\*\*140.00

Sincerely,

  
R. Stephen Ottewell

Enclosure(s)

cc: Client

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TALLAHASSEE FLORIDA

CC  
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**CERTIFICATE OF LIMITED PARTNERSHIP**

In accordance with the Florida Revised Uniform Limited Partnership Act (1986), Florida Statutes § § 620.101 - 620.186, the undersigned corporation, being the sole general partner of GRS Associates, a limited partnership (the "Partnership"), formed pursuant to that certain Limited Partnership Agreement dated as of January 10, 1996, (the "Partnership Agreement"), hereby certifies as follows:

1. Name of Limited Partnership. The name of the Limited Partnership is GRS ASSOCIATES, a LIMITED PARTNERSHIP.

2. Agent for Service of Process. The address of the office and the name and address of the agent for service of process required to be maintained by Fla. Stat. § 620.105 is:

a. Office Address:

6971 North Federal Highway, Suites 200 - 201  
Boca Raton, Florida 33487

b. Agent for Service of Process:

R. Stephen Ottewell, Esquire  
6971 North Federal Highway, Suites 200 - 201  
Boca Raton, Florida 33487

3. Name and Business Address of General Partner:

PFT PROPERTY MANAGEMENT, INC.  
6971 North Federal Highway, Suites 200 - 201  
Boca Raton, Florida 33487

4. Mailing Address of the Limited Partnership:

GRS Associates, a limited partnership  
C/O PFT PROPERTY MANAGEMENT, INC.  
C/O R. Stephen Ottewell, Esq.  
6971 North Federal Highway, Suites 200 - 201

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Boca Raton, Florida 33487

5. Latest Date Upon which the Limited Partnership is to Dissolve:

December 31, 2022.

IN WITNESS WHEREOF, the undersigned General Partnership has hereunto  
set its corporate hand and seal as of the 10 th day of January in the year 1996.

GENERAL PARTNER

PFT PROPERTY MANAGEMENT, INC.

By: Richard Stephen Offenberg  
Richard Stephen Offenberg

Title: Its Incorporator / PRESIDENT

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

STATE OF FLORIDA                    )  
  ) ss  
COUNTY OF PALM BEACH        )

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TALLAHASSEE, FLORIDA

The undersigned, constituting the sole general partner of GRS ASSOCIATES, a Florida Limited Partnership, being duly sworn, does certify as follows:

1. The undersigned is the sole General Partner of GRS ASSOCIATES, a Florida limited partnership.
2. The amount of capital contributions to date of the limited partners is \$ 1,287.00.
3. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 1,287.00.

FURTHER AFFIANT SAYETH NOT.

**PFT PROPERTY MANAGEMENT, INC.**

General Partner

By:

*[Signature of R. Stephen Ottevell]*  
R. STEPHEN OTTEVELL

Title: Its Incorporator/President

STATE OF FLORIDA                    )  
  ) ss  
COUNTY OF PALM BEACH        )

The foregoing instrument was acknowledged before me this 10 th\_ day of January, 1996, by R. STEPHEN OTTEWELL, President of PFT PROPERTY MANAGEMENT, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced FL D.L. as identification, and did take an oath.



*[Signature of Gail M. Lanzafame]*  
Notary Public  
Print Name: GAIL LANZAFAME

Serial Number: \_\_\_\_\_

My Commission Expires:

**Designation and Acceptance of Registered Agent  
For Limited Partnership**

Pursuant to the provisions of F.S. 620.105(2), the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the limited partnership is **GRS ASSOCIATES, a LIMITED PARTNERSHIP.**

2. The name of the registered agent is **R. STEPHEN OTTEWELL, ESQUIRE.**

3. The address of the registered agent /registered office is **6971 N. Federal Hwy. Suites 200-201, Boca Raton, Florida 33487.**

**Acceptance**

Having been named as registered agent and designated to accept service of process for the above Limited Partnership, 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.

  
**R. STEPHEN OTTEWELL, Resident Agent**

**Date:**

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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**