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DIVISION OF COMPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 841802 4367113

OUTHORIZATION :

COST LIMIT : >PREPAID

ORDER DATE: February 9, 1996

ORDER TIME : 11:58 AM

ORDER NO. : 841802

CUSTOMER NO:

4367113

CUSTOMER: Ronald A. Burgess, Legal Asst

NASON GILDAN YEAGER AND

OERSON, P.A. Suite 1200

1645 Palm Beach Lakes Blvd. West Palm Beach, FL 33401

DOMESTIC FILING

NAME:

HDL DEVELOPMENT PARTNERS,

LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX ____ CERTIFIED COPY

FLAIN STANDED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: LORT DUNLAR

EXAMINER'S INITIALS:

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CERTIFICATE OF LIMITED PARTNERSHIP

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HDL DEVELOPMENT PARTNERS. LTD...

a Plorida limited partnership

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, cortifies as follows:

- Partnership Name. The name of the partnership is HDL Development Partners, Ltd. (the "Partnership").
- Partnership Office and Mailing Address. The office of the Partnership and its mailing address are: 394 S.W. 12th Avenue, Deerfield Beach, Florida 33442.
- Name and Address of Registered Agent. The name and address of the registered agent of the Partnership are: Mark A. Pachman, Esq., Nason, Gildan, Yeager, Gerson & White, P.A., 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401.
- Name and Address of General Partner. The name and business address of the general partner are:

Anthony F. Cutaia 394 S.W. 12th Avenue Deerfield Beach, Florida 33442

Ian T. Payne 394 S.W. 12th Avenue Deerfield Beach, Florida 33442

- Dissolution. The latest date upon which the Partnership may dissolve is January 1, 2026.
- Affidavit Regarding Capital. The affidavit regarding capital contributions is attached hereto.

IN WITNESS WHEREOF, this Certificate of Limited Partnership

> Anthony F. Cutaia, Managing General Partner

APPIDAVIT REGARDING CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Anthony F. Cutaia, affiant herein, who being sworn on oath deposes and payor

- 1. I am the managing general partner of HDL Development Partners, Ltd., a Florida limited partnership (the "Partnership").
- The limited partner of the Partnership has contributed capital in the sum of \$-0-.
- No additional amounts are anticipated to be contributed by the limited partners.
- Under penalties of perjury, I declare that I have examined this Affidavit, and to the best of my knowledge and belief it is true, correct and complete.

Anthony F. Cutaia, Managing General Partner

SWORN TO AND SUBSCRIBED before me this 6th day of February, 1996, by Anthony F. Cutaia, who is personally known to me OR who produced as identification and who did take an oath.

PATRICIA M ALBERT My Commission GC365848 Expires Apr. 19, 1998 Bonded by HAI 800-122-1555

Notary Signature

Print Notary Name

NOTARY PUBLIC State of Florida at Large

My Commission Expires:

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent for HDL Development of Partners, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Mark A. Pachman