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March 22, 1996

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Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

900001757219  
-03/26/96--01065--007  
\*\*\*\*140.00 \*\*\*\*140.00

RE: Certificate of Limited Partnership  
of GRWP Associates Limited

Dear Sir/Madam:

Enclosed is an original and one copy of the Certificate of Limited Partnership of GRWP Associates Limited along with Certificate of Registered Agent and Affidavit of General Partner. Also enclosed is our check for \$140.00 representing your filing fee and certified copy fee. Please forward to us a certified copy of the Certificate of Limited Partnership at your earliest convenience.

Sincerely,

*Gerald J. Biondo*

Gerald J. Biondo

GJB/afd  
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Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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R. AGENT 35.00  
C. COPY 52.50  
TOTAL 140.00  
N. BANK  
BALANCE DUE  
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CERTIFICATE OF LIMITED PARTNERSHIP  
OF GRWP ASSOCIATES LIMITED

The undersigned, desiring to form a limited partnership, pursuant to the laws of the state of Florida, certify as follows:

1. The name of the Partnership is GRWP ASSOCIATES LIMITED, a Florida limited partnership.

2. The purpose of the Partnership is to acquire and manage real and personal property.

3. The principal place of business and mailing address of the Partnership is 1412 West Colonial Drive, Orlando, Florida 32804.

4. The name and principal place of business of the General Partner is as follows:

General Partner: GRWP, Inc.  
1412 West Colonial Drive  
Orlando, Florida 32804

5. The term for which the Partnership is to exist is from the date of the Certificate of Limited Partnership is issued by the Secretary of State, through December 31, 2036, unless sooner terminated.

6. The amount of property initially contributed by the Limited Partners is \$1,000.00.

7. The Limited Partners are not required to contribute any additional capital to the Partnership.

8. The name and address of the Registered Agent for service of process is:

Salvador Leccese  
1412 West Colonial Drive  
Orlando, Florida 32804

IN WITNESS WHEREOF, the undersigned, being duly sworn, have certified, sworn to and agreed to the foregoing this 21st day of March, 1996.

GENERAL PARTNER:

GRWP, INC.

By: Salvador Leccese  
Salvador Leccese, President

STATE OF New York )  
 ) : ss.  
COUNTY OF Monroe )

The foregoing instrument was acknowledged before me this 21st day of March, 1996 by Salvador Leccese, as President, of GRWP, Inc., on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

KATHLEEN R. METZGER  
NOTARY PUBLIC, STATE OF NEW YORK  
My Commission Expires June 30, 1997

Kathleen R. Metzger  
NOTARY PUBLIC,  
STATE OF New York  
Print name: Kathleen R. Metzger  
Commission No.: 01ME4683658

My Commission expires: 6/30/97

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TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT  
OF  
GRWP ASSOCIATES LIMITED

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CLERK OF COURT  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 620.105, Florida Statutes, the following is submitted, in compliance with said Act:

That GRWP ASSOCIATES LIMITED is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Limited Partnership, at City of Orlando, County of Orange, State of Florida, has named Salvador Leccese, 1412 West Colonial Drive, Orlando, Florida 32804, as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 21st day of March, 1996.

  
\_\_\_\_\_  
Salvador Leccese

AFFIDAVIT

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TALLAHASSEE, FLORIDA

STATE OF New York )  
COUNTY OF Monroe ) : ss.

BEFORE ME, the undersigned authority personally appeared SALVADOR LECCESE, who being duly sworn deposes and states as follows:

1. That he is the President of GRWP, INC., the sole general partner in the partnership known as GRWP ASSOCIATES LIMITED.

2. That the capital of the Partnership is \$1,000.00, all of which was contributed by the limited partners. No additional contributions are anticipated at this time.

Further Affiant sayeth naught.

*Salvador Leccese*  
SALVADOR LECCESE

The foregoing instrument was acknowledged before me this 21st day of March, 1996 by Salvador Leccese, who is personally known to me or who has produced \_\_\_\_\_ as identification.

KATHLEEN R. METZGER  
NOTARY PUBLIC  
My Commission Expires June 30, 1997

*Kathleen R. Metzger*  
NOTARY PUBLIC,  
STATE OF New York  
Print name: Kathleen R. Metzger  
Commission No.: 01ME4683658

My Commission expires: 6/30/97