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LAW OFFICES

PURCELL, FLANAGAN & HAY, P.A.

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THOMAS H. PURCELL
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CLARENCE P. FRAZIER

September 26, 1996

TELEPHONE
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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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-10/01/96--01070--002
***1837.50 ***1837.50

Re: Gateway to Gainesville, Ltd.

Dear Sir or Madam:

I am enclosing an original and one copy of the Certificate of Limited Partnership and Affidavit of Capital Contribution of Gateway to Gainesville, Ltd.

Please file the original Certificate and certify and return the copy to me. I am enclosing a check in the amount of \$1,837.50 for payment of the applicable fees, computed as follows:

Filing Fee	\$ 1,750.00
Certified Copy	52.50
Registered Agent Fee	35.00

TOTAL \$ 1,837.50

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SEP 30 PM 3:15
TALLAHASSEE, FLORIDA

If you have any questions or require any additional information, please do not hesitate to contact me.

Very truly yours,

Timothy L. Flanagan

Timothy L. Flanagan

Name	
Availability	
Document Examiner	
Updater	TLF/dcb
Updater	Enclosure
Verifier	Mrs. Sandra Sontag
Acknowledgement	Timothy P. Deegan, CPA
W. P. Verifier	

TC
\$3,500,000.00

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**CERTIFICATE OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

OF

GATEWAY TO GAINESVILLE, LTD.

The undersigned general partner files this Certificate of Limited Partnership of Gateway to Gainesville, Ltd. with the Florida Secretary of State pursuant to the requirements of Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act"), in order to form a Florida limited partnership.

1. **NAME.** The name of the limited partnership is Gateway to Gainesville, Ltd.

2. **PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE OFFICE AT WHICH THE RECORDS REQUIRED TO BE MAINTAINED BY THE PARTNERSHIP UNDER THE ACT ARE KEPT IS:** 3700 N.W. 91st Street, Suite A-100, Gainesville, Florida 32606.

3. **REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE:**
Eugene B. Haufler, whose business address is 3700 N.W. 91st Street, Suite A-100, Gainesville, Florida 32606.

4. **NAME AND ADDRESS OF THE GENERAL PARTNER OF THE PARTNERSHIP ARE AS FOLLOWS:**

NAME

ADDRESS

Thirty-Ninth Avenue, Inc.
c/o Eugene B. Haufler, President

3700 N.W. 91st Street
Suite A-100
Gainesville, Florida 32606

PPB000074667

5. **THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL BE:**
When this Certificate is filed with the Secretary of State.

6. **THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO BE DISSOLVED AND ITS AFFAIRS WOUND UP WILL BE:** December 31, 2046.

7. **CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNERS:** The limited partners will make initial capital contributions for their partnership interest of \$500,000 and it is anticipated that the limited partners may make additional capital contributions of up to \$3,000,000. The total amount anticipated to be contributed by the limited partners is \$3,500,000.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8. **AFFIRMATION.** Each general partner hereby acknowledges that pursuant to the Act:

8.1 The execution of this certificate by the general partner constitutes an affirmation under penalties of perjury that the facts stated herein are true;

8.2 The general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and

8.3 If, after the execution of this certificate a general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause this certificate to be canceled or amended, or file a petition for its cancellation or amendment pursuant to the terms of the Act.

EXECUTED as of this 26th of September, 1996.

THIRTY-NINTH AVENUE, INC.
General Partner

BY: Eugene B. Haufier
Eugene B. Haufier, President

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ORDA

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091 and 620.105 Florida Statutes, the following is submitted:

GATEWAY TO GAINESVILLE, LTD., desiring to organize or qualify under the laws of the State of Florida hereby designates **Eugene B. Haufler** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 3700 N.W. 91st Street, Suite A-100, Gainesville, Florida 32606.

DATED this 26th day of September, 1996.

THIRTY-NINTH AVENUE, INC

BY:

Eugene B. Haufler
Eugene B. Haufler, President,
General Partner

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FLORIDA

Having been named as registered agent to accept service of process for the above stated limited partnership, at the place designated in this certificate, 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.

DATED this 26th day of September, 1996.

Eugene B. Haufler
Eugene B. Haufler