

# A 96000001940

GENE H. GODBOLD  
GRANT T. DOWNING  
MICHAEL J. SHEAHAN  
WILLIAM P. BATTAGLIA  
JOHN HOWELL BILL  
JANET M. LOWEN

222 WEST COMSTOCK AVENUE  
SUITE 101  
WINTER PARK, FLORIDA 32789

POST OFFICE BOX 1984  
WINTER PARK, FLORIDA 32780  
TELEPHONE (407) 847-4418  
FACSIMILE (407) 847-2089

October 17, 1996

Department of State  
Divisions of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
96 OCT 18 PM 3:39

Enclosed are the following items in connection with the filing of the Certificate of Limited Partnership of RI Windsor, Ltd.:

1. Certificate of Limited Partnership.
2. A copy of the executed Certificate of Limited Partnership to be certified and returned.
3. A check in the amount of \$140.00 to cover the following items:

Filing Fee  
Registered Agent Designation  
Certified copy/Certificate of Limited Partnership  
Total

700001989217--6  
-10/29/96--01132--003  
\*\*\*\*140.00 \*\*\*\*140.00

FILING	52.50
AGENT FEE	35.00
C. COPY	52.50
TOTAL	140.00
N. BANK	
BALANCE DUE	
REFUND	
<b>\$140.00</b>	

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Yours very truly,

W.P. Battaglia

William P. Battaglia

Will wait

WPB/r  
Enclosures  
cc: Robert Rohdie w/o encls.

RECEIVED  
96 OCT 18 PM 3:31  
DIVISION OF CORPORATIONS

**RI WINDSOR, LTD.  
CERTIFICATE OF LIMITED PARTNERSHIP**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 18 PM 3:39

The undersigned General Partner files this Certificate of Limited Partnership of RI Windsor, Ltd. with the Florida Department of State in order to form a Limited Partnership pursuant to §620.108 of the Florida Revised Limited Partnership Act (1986)(the "Act").

1. Name. The name of the limited partnership is RI Windsor, Ltd.
2. General Partner. The name and the business address of the General Partner of the Limited Partnership is:

RI Windsor, Inc.  
5401 South Kirkman Road  
Suite 515  
Orlando, Florida 32819

3. Recordkeeping Office. The address of the office at which the records of the partnership are maintained pursuant to the Act is 5401 South Kirkman Road, Suite 515, Orlando, Florida 32819.

4. Registered Agent and Registered Office. The name and address of the agent for service of process is:

Grant T. Downing  
222 West Comstock Avenue, Suite 101  
Winter Park, Florida 32789

5. Partnership Mailing Address. The mailing address for the limited partnership is 5401 South Kirkman Road, Suite 515, Orlando, Florida 32819.

6. Latest Dissolution Date. The latest date upon which the limited partnership is to dissolve is December 31, 2016.

7. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:
  - 7.1 The execution of this Certificate by the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

7.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Certificate; and

7.3 If, after the execution of this Certificate, the 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 cancelled or amended, or file a petition for its cancellation or amendment pursuant to the Act.

Executed this 14 day of October, 1996.

RI WINDSOR, INC.

By: *Robert Rohdie*

Robert Rohdie, President

PA-RI-WINDS-RI-WINDS.PTR

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 18 PM 3:39

### REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent and to accept service of process for RI Windsor, Ltd., a Florida limited partnership, at the Registered Office designated in the Certificate of Limited Partnership, I hereby accept the appointment as Registered Agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Executed the 17 day of October, 1996.

  
GRANT T. DOWNING

FWRI-WINDS.ACP

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 18 PM 3:39

RI WINDSOR, LTD.  
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED STATE  
SECRETARY OF CORPORATIONS  
96 OCT 18 PM 3:39  
DIVISION OF CORPORATIONS

1. Capital Contributions. The undersigned General Partner of RI Windsor, Ltd., declares the total amount of the Capital Contributions of the Limited Partners to the Limited Partnership to be Seven Thousand Five Hundred and no/100 Dollars (\$7,500.00) and the total amount of Capital Contributions contributed and anticipated at this time to be contributed by the Limited Partner to the Limited Partnership to be Seven Thousand Five Hundred and no/100 Dollars (\$7,500.00).

2. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

2.1 The execution of this Affidavit by the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

2.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Affidavit.

2.3 If, after the execution of this Affidavit, the General Partner knows that any fact described in this Affidavit has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Affidavit to be supplemented by filing a supplemental affidavit with the Department of State pursuant to the Act.

Executed the 14 day of October, 1996.

RI WINDSOR, INC.

By: 

Robert Rohdie, President

# A96000001940

GODDOLD, DOWNING, SHEAHAN & BATTAGLIA

A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

GENE H. GODDOLD  
GRANT T. DOWNING  
MICHAEL J. SHEAHAN  
WILLIAM P. BATTAGLIA  
JOHN HOWELL BILL  
JANET M. LOWER

222 WEST COMSTOCK AVENUE  
SUITE 101  
WINTER PARK, FLORIDA 32789

POST OFFICE BOX 1984  
WINTER PARK, FLORIDA 32790  
TELEPHONE (407) 647-4418  
FACSIMILE (407) 647-2089

January 14, 1997

Department of State  
Divisions of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: RE Windsor, Ltd.

Dear Sir or Madam:

Enclosed are the following items in connection with the filing of Certificate of Amendment for the referenced limited partnership:

1. Certificate of Amendment;
2. A copy of the executed Certificate of Amendment to be certified and returned;
3. A check in the amount of \$105.00 to cover the following items:

Filing Fee	\$ 52.50
Certified copy/Articles of Amendment	52.50
Total	<u>\$ 105.00</u>

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Yours very truly,

500002064935-1-6  
-01/22/97--01116--020  
\*\*\*\*105.00 \*\*\*\*105.00

*Ruth D. Merkle*  
Ruth D. Merkle, Secretary to  
William P. Battaglia

RECEIVED  
97 JAN 15 PM 1:46  
DIVISION OF CORPORATIONS

Enclosures  
F:\MARI-WINDS\SEC-4-ST-AT-URGENT-FEE  
J. IAA  
FILING  
URGENT FEE  
52.50  
52.50  
105.00

OK  
1/15/97 Ready  
681-9550

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 15 PM 4:40

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 15 PM 4:50

**RI WINDSOR, LTD.  
CERTIFICATE OF AMENDMENT**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 15 PM 4:50

The undersigned General Partner files this Certificate of Amendment of RI Windsor, Ltd. (the "Limited Partnership") with the Florida Department of State in order to form a Limited Partnership pursuant to §620.108 of the Florida Revised Limited Partnership Act (1986)(the "Act").

1. Name. The name of the Limited Partnership is RI Windsor, Ltd.
2. Original Certificate. The original Certificate of Limited Partnership was filed on October 18, 1996.
3. Amendment. The original Certificate of Limited Partnership is amended to reflect the admission of a new General Partner, Mountain View National, Inc, a Nevada corporation, to the Limited Partnership. Section 2, General Partner, of the Limited Partnership's original Certificate of Limited Partnership is amended to read as follows:

2. General Partners. The names and the business addresses of the General Partners of the Limited Partnership are:

RI Windsor, Inc.  
5401 South Kirkman Road, Suite 515  
Orlando, Florida 32819

F97000006250  
Mountain View National, Inc.  
280 Park Avenue  
East Building, 20th Floor  
New York, New York 10017

4. Affirmation. The General Partners hereby acknowledge that pursuant to the Act:
  - 4.1 The execution of this Certificate by the General Partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.
  - 4.2 The General Partners accept the liability imposed by the Act on a general partner for a false statement contained in this Certificate; and
  - 4.3 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 cancelled or amended, or file a petition for its cancellation or amendment pursuant to the Act.

Executed this 13<sup>th</sup> day of January, 1997.

RI WINDSOR, INC.

By:   
Robert Rohdie, President

MOUNTAIN VIEW NATIONAL, INC.

By:   
William S. Friedman, President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 15 PM 4:50

FMRI-WINDSCERTIFLP.AM