

A96000002374

Requestor Name

Address

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 DEC 19 PM 2:29

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

600002037776--2
-12/24/96--01173--018
***1750.00 ***1750.00

600002037776--2
-12/24/96--01173--019
*****87.50 *****87.50

G. TAX _____
FILING _____ 1250
R. AGENT FEE _____ 25
G. COPY _____ 52.50
TOTAL _____ 1837.50
V. BOND _____
BALANCE DUE _____
FEE/DND _____

12/19/96

FROM HOLLAND & KNIGHT TAMPA

(THU) 12. 19' 96. 09:36/ST. 09:27/NO. 3560177724 P. 2/2



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 16, 1996

HOLLAND & KNIGHT

TALLAHASSEE, FL

SUBJECT: TOWN 'N COUNTRY PLAZA, LTD.
Ref. Number: W96000026350

We have received your document for TOWN 'N COUNTRY PLAZA, LTD. and check(s) totaling \$1837.50. However, your check(s) and document are being returned for the following:

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

Also, please note that BOTH GENERAL PARTNERS must sign the Affidavit and the Certificate. Both signed the Certificate. But PSK, INC. did NOT also sign the Affidavit.

Please have PSK, INC. sign the Affidavit document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 196A00055968

HOLLAND & KNIGHT
WALK IN
PICK UP AT 1:00

- Need TODAY's Filing Date!

*Noted 1/16/97
"Plaza Ltd"
Buck Kohr*

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

RECEIVED
95 DEC 19 AM 11:07
DIVISION OF CORPORATIONS

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TOWN 'N COUNTRY PLAZA OF TAMPA, LTD.

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned general partners represent that Town 'N Country Plaza of Tampa, Ltd., originally a Florida general partnership, pursuant to Section 620.8902, Florida Statutes, has converted from a Florida general partnership to a Florida limited partnership, and currently constitutes a limited partnership subject to the Florida Revised Uniform Limited Partnership Act (the "Act"). The undersigned have executed this Certificate of Limited Partnership pursuant to Section 620.8902, Florida Statutes, and the foregoing Act and state herein as follows:

I. Statement of Conversion

Town 'N Country Plaza, a Florida general partnership, has converted to a Florida limited Partnership.

II. New Name

The name of the limited partnership is Town 'N Country Plaza of Tampa, Ltd.

III. Former Name

The former name of the limited partnership was Town 'N Country Plaza.

IV. Votes Cast by Partners

The partners voted unanimously to approve the conversion of the partnership from a Florida general partnership to a Florida limited partnerships as follows:

- (a) Class of partnership interests: general
- (b) Percentage for and against the conversion: 100% for the conversion

The original partnership agreement did not specify what percentage is required to approve the conversion.

V. Records of the Partnership

The address of the office in Florida at which place the records of the Partnership shall be maintained is as follows:

611 West Bay Street
Tampa, Florida 33606

VI. Registered Agent

The address of the registered office of the partnership and the name of the registered agent for service of process located at that office is as follows:

Town 'N Country Park, Inc.
611 West Bay Street
Tampa, Florida 33606

IV. General Partner

The name and business address of the general partners of the partnership are as follows:

Town 'N Country Park, Inc.
611 West Bay Street
Tampa, Florida 33606

PSK, Inc.
27001 U.S. Highway 19 North, Suite 2095
Clearwater, Florida 34621

V. Mailing Address

The mailing address of the partnership is as follows:

611 West Bay Street
Tampa, Florida 33606

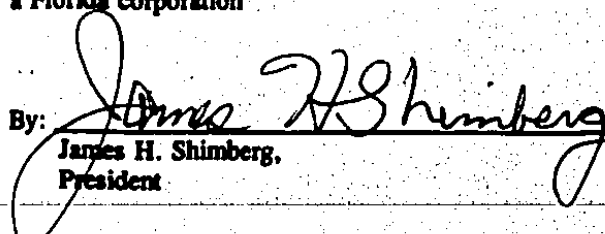
VI. Dissolution

The latest date on which the partnership is to dissolve is December 31, 2065.

WHEREFORE, the undersigned, the General Partners of the partnership, have executed this Certificate of Limited Partnership on December 17, 1996.

TOWN 'N COUNTRY PARK, INC.,
a Florida corporation

By:


James H. Shimberg,
President

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PSK, INC.,
a Florida corporation

By: H. Sara Golding Scher

H. Sara Golding Scher,
President

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LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

**IN COMPLIANCE WITH SECTION 620.105, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:**

FIRST THAT: Town 'N Country Plaza of Tampa, Ltd.

WITH ITS PLACE OF BUSINESS AT: 611 West Bay Street
Tampa, Florida 33606

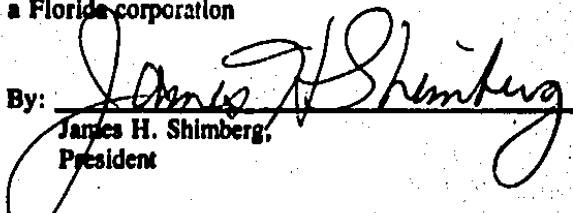
HAS NAMED: Town 'N Country Park, Inc.

LOCATED AT: 611 West Bay Street

**CITY OF TAMPA, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.**

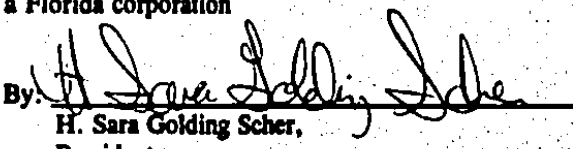
**TOWN 'N COUNTRY PARK, INC.,
a Florida corporation**

Date: December 17, 1996

By: 
James H. Shimberg,
President

**PSK, INC.,
a Florida corporation**

Date: December 17, 1996

By: 
H. Sara Golding Scher,
President

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Having been named to accept Service of Process for the above stated Limited Partnership, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 620.192, Florida Statutes.

REGISTERED AGENT:

TOWN 'N COUNTRY PARK, INC.,
a Florida corporation

Date: December 17, 1996

By:

James H. Shimberg
James H. Shimberg,
President

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TPA2-393269.1

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

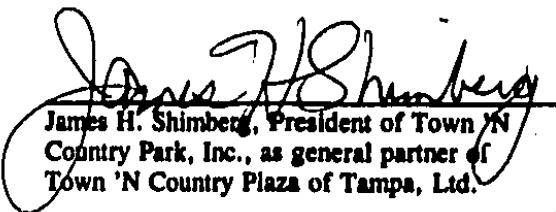
BEFORE ME, the undersigned personally appeared, James H. Shimberg, as President of Town 'N Country Park, Inc., and H. Sara Golding Scher, as President of PSK, Inc., which are the sole general partners of Town 'N Country Plaza of Tampa, Ltd., a Florida limited partnership (the "Partnership"), who, upon being sworn, certify as follows:


1. The amount of the initial capital contribution of the limited partners of the Partnership is in excess of \$250,000.00.
2. The total amount of capital anticipated to be contributed by the limited partners of the Partnership is in excess of \$250,000.00

This 17th day of December, 1996

FURTHER AFFIANT SAYETH NOT.

Under penalty of perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.


James H. Shimberg, President of Town 'N Country Park, Inc., as general partner of Town 'N Country Plaza of Tampa, Ltd.


H. Sara Golding Scher, President of PSK, Inc., as general partner of Town 'N Country Plaza of Tampa, Ltd.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the state and county set forth above, personally appeared James H. Shimberg, on behalf of Town 'N Country Park, Inc., known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this affidavit as President of the general partner of said Town 'N Country Plaza of Tampa, Ltd..

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 17th day of December, 1996.

(AFFIX NOTARIAL SEAL)


Notary Public, State of Florida
Name: _____

Commission No. _____



GLORIA G. GALLO
MY COMMISSION # CC414888 EXPIRES
November 14, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

My Commission Expires: _____

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STATE OF Florida
COUNTY OF Hillsborough

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the state and county set forth above, personally appeared H. Sara Golding Scher, on behalf of PSK, Inc., known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and she acknowledged to me and before me that she executed this affidavit as President of the general partner of said Town 'N Country Plaza of Tampa, Ltd..

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 17th day of December, 1996.

(AFFIX NOTARIAL SEAL)

George M. Jones
Notary Public, State of Florida
Name: _____

Commission No. _____



GEORGE M. JONES
My Commission 00000108
Expires Feb. 28, 1998
Bonded by H&H
800-488-1988

My Commission Expires: _____

TPA2-392324.2

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