

Document Number Only

A96000002409

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

100002042001-7
-12/31/96--01052--005
***1837.50 ***1837.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 28 PM 12:54

Levi - Nielsen Gateway LP

- | | | |
|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fictitious Name Filing |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="radio"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="radio"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

12/23

J. TAX _____
FILING 1780.00
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 1837.50
N. BANK _____
BALANCE DUE _____
REFUND _____

RECEIVED
DEC 23 1996

BK

12/23/96

CERTIFICATE OF LIMITED PARTNERSHIP

OF

LEVI-NIELSEN GATEWAY LIMITED PARTNERSHIP

The undersigned, for the purpose of forming a limited partnership under the Revised Florida Uniform Limited Partnership Act, F.S. Chapter 620, hereby makes, acknowledges, and files the following Certificate of Limited Partnership.

I.

NAME

The name of the limited partnership shall be LEVI-NIELSEN GATEWAY LIMITED PARTNERSHIP (the "Partnership"). The mailing address and the business address of the principal office of the Partnership shall be: 5405 Cypress Center Drive, Suite 280, Tampa, Florida 33609, Attention: Fred Rath.

II

DURATION

The Partnership shall commence its existence on the date this Certificate of Limited Partnership is filed with the Florida Department of State. The latest date upon which the Partnership is to be dissolved is 12:00 midnight on December 31, 2020.

III

PURPOSES AND POWERS

The general purposes for which the Partnership is organized are to invest and engage in the real estate development business in Lee County, Florida and to transact any lawful business for which a limited partnership may be organized under the laws of the State of Florida. The Partnership shall have all the powers granted to a limited partnership under the laws of the State of Florida.

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IV

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of Partnership in the State of Florida is:

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

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V

NAME AND ADDRESS OF GENERAL PARTNER

The name and address of the general partner of the Partnership is:

<u>NAME</u>	<u>ADDRESS</u>
Levi-Nielsen Gateway, Inc.	171 Gray Street Amherst, Massachusetts 01002-2105

94600002381

IN WITNESS WHEREOF, Scott J. Nielsen, as the duly authorized agent of the general partner, has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

Signed this 20 day of December, 1996.

Levi-Nielsen Gateway, Inc.

By: Scott J. Nielsen

Scott J. Nielsen, its
Authorized Agent

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Certificate of Limited Partnership of LEVI-NIELSEN GATEWAY LIMITED PARTNERSHIP, as the registered agent of said limited partnership, hereby consents to the appointment of the undersigned as registered agent of the Partnership. The undersigned is familiar with, and accepts, the obligations of a registered agent for a limited partnership under Florida law.

CT CORPORATION SYSTEM

By: Connie Bryan
Title: _____
Registered Agent **CONNIE BRYAN**
SPECIAL ASSISTANT SECRETARY

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
LEVI-NIELSEN GATEWAY LIMITED PARTNERSHIP**

The undersigned, constituting the sole general partner of the Partnership, certifies that:

The amount of capital contribution to date of the limited partners is: \$0.

The total amount anticipated to be contributed by the limited partners at this time totals \$3,754,417.00.

Signed this ____ day of December, 1996.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and knows the contents thereof and that the facts stated therein are true and correct.

By: Levi-Nielsen Gateway, Inc.,
a Florida corporation

By: Scott J. Nielsen
Scott J. Nielsen, its
Authorized Agent

STATE OF MASSACHUSETTS)
COUNTY OF Hampshire) SS

The foregoing instrument was acknowledged before me this 20th day of December, 1996 by Scott J. Nielsen who is known to me or has produced the following type of identification: Massachusetts Driver's License # 368543294.

CHERI A. NUTTING
Notary Public
My Commission Expires April 17, 2003

Cheri A. Nutting
Notary Public, State of Massachusetts

(Printed Name of Notary Public)

Commission No.:

Commission Expires: April 17, 2003