

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

Levi - Nielsen Gateway LP

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 DEC 21 PM 12 54

1000002042061-7  
-12/31/96--01092--005  
\*\*\*1837.50 \*\*\*1837.50

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Liability Co.	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Foreign	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of R.A.
<input checked="" type="checkbox"/> Limited Partnership	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fictitious Name Filing
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> CUS
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Will Wait	<input type="checkbox"/> After 4:30 PICK UP
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> 12/23
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input type="checkbox"/> 12/23
<input type="checkbox"/> Mail Out		<input type="checkbox"/> 12/23

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

12/23

J. TAX 1780.40  
FILING 1780.40  
R. AGENT. FEE 35.00  
C. COPY 52.51  
TOTAL. 1837.51  
N. BANK  
BALANCE DUE  
PENALTY

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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FILED - STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS

IV

**REGISTERED OFFICE AND AGENT**

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

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

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CORPORATIONS  
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V

**NAME AND ADDRESS OF GENERAL PARTNER**

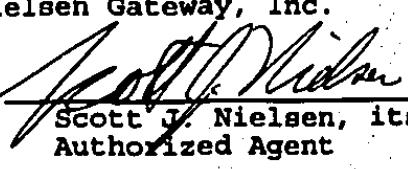
The name and address of the general partner of the Partnership is:

NAME	ADDRESS
Levi-Nielsen Gateway, Inc. 8960W02381	171 Gray Street Amherst, Massachusetts 01002-2105

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<sup>th</sup> day of December, 1996.

Levi-Nielsen Gateway, Inc.

By: 

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

**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.

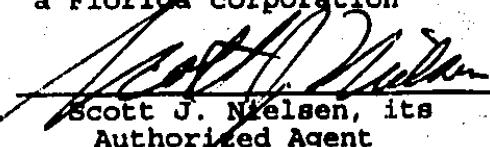
The total amount anticipated to be contributed by the limited partners at this time totals \$3,754,417.00.

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.

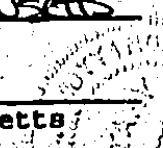
By: Levi-Nielsen Gateway, Inc.,  
a Florida corporation

By:   
Scott J. Nielsen, its  
Authorized Agent

STATE OF MASSACHUSETTS )  
COUNTY OF ( Hampshire )  
ss

The foregoing instrument was acknowledged before me this 20<sup>th</sup> 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 #318593294.

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