



THE UNITED STATES
CORPORATION
COMPANY

A97000002260

ACCOUNT NO. : 072100000032

REFERENCE : 570202 5011226

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 122.50

ORDER DATE : October 20, 1997

140:00

ORDER TIME : 11:10 AM

ORDER NO. : 570202-005

CUSTOMER NO: 5011226

CUSTOMER: Melissa L. Wilson, Legal Asst
GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

8000002324248--2

DOMESTIC FILING

NAME: HSH OF SOUTH FLORIDA, LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 OCT 20 PM 2:23

10/20/97
34
RECEIVED
97 OCT 20 PM 12:12
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTION OF
HSH OF SOUTH FLORIDA, LTD.

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This Certificate of Limited Partnership and Affidavit of Capital Contribution is entered into as of the 14th day of October, 1997, by and between **HSH/HUCKLEBERRY, SIBLEY & HARVEY INSURANCE AND BONDS, INC.**, a Florida corporation, as General Partner, and **KAREN SMITH**, as Limited Partner, of **HSH OF SOUTH FLORIDA, LTD.**, a Florida limited partnership (the "Partnership"). It is the intention of the parties that this Certificate of Limited Partnership and Affidavit of Capital Contribution create a limited partnership which complies with Chapter 620 of the Florida Statutes. The undersigned, upon being duly sworn, deposes and says:

1. Name of Partnership. The name of the limited partnership is HSH OF SOUTH FLORIDA, LTD.
2. Address and Office. The address and office of the Partnership will be 1901 Lee Road, Winter Park, Florida 32789. The records required to be kept by the Partnership pursuant to Section 620.106 Florida Statutes will be maintained at the office of the Partnership.
3. Agent for Service of Process. The agent for service of process on the Partnership will be James Breen, c/o HSH/Huckleberry, Sibley & Harvey Insurance and Bonds, Inc., whose address is 1901 Lee Road, Winter Park, Florida 32789.
- 370404
4. Name and Business Address of General Partner. The General Partner is HSH/HUCKLEBERRY, SIBLEY & HARVEY INSURANCE AND BONDS, INC., a Florida corporation. The address of the General Partner is 1901 Lee Road, Winter Park, Florida 32789.
5. Mailing Address of Partnership. The mailing address for the Partnership is 1901 Lee Road, Winter Park, Florida 32789.
6. Latest Date of Dissolution. The latest date upon which the Partnership is to dissolve will be December 31, 2050.
7. Right to Sell or Assign. The Limited Partners do not have the right to transfer their interests in the Partnership without the prior written consent of the General Partner.
8. Additional Limited Partners. No person, firm, corporation or other entity will be admitted to the Partnership as a Limited Partner except with the consent of the General Partner.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the day, month and year first above written.

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GENERAL PARTNER:

WITNESSES:

HSH/HUCKLEBERRY, SIBLEY & HARVEY,
INSURANCE AND BONDS, INC., a Florida
corporation

Barbara Vaccaro
Name: BARBARA VACCARO

By: [Signature]
Name: James Breen
Its: V.P. / Treasurer / CFO

Barbara Vaccaro
Name: BARBARA VACCARO

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Certificate and Agreement of Limited Partnership of HSH OF SOUTH FLORIDA, LTD., I hereby accept and agree to act in this capacity.

[Signature]
James Breen

**AFFIDAVIT OF CAPITAL CONTRIBUTION
OF THE LIMITED PARTNERS**

HSH/HUCKLEBERRY, SIBLEY & HARVEY INSURANCE AND BONDS, INC., a Florida corporation, the sole General Partner of HSH OF SOUTH FLORIDA, LTD., a Florida limited partnership, through its duly authorized officer, states as follows:

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1. The amount of the capital contribution that has been made by the Limited Partner is:

Limited Partner

Capital Contribution

Karen Smith

\$50.00

2. The total amount anticipated to be contributed by the Limited Partners \$50.00.

FURTHER the Affiant sayeth naught.

GENERAL PARTNER:

HSH/HUCKLEBERRY, SIBLEY & HARVEY
INSURANCE AND BONDS, INC., a Florida
corporation

By: 

Name: _____

Its: _____

James H. Breen
V.P. Treasurer / CFO