HOLLAND & KNIGHT FILED SECRETARY OF STATE DIVISION OF CORPORATIONS Requestor's Name 315 SOUTH CALHOUN STREET 97 OCT 28 PM 1:18 Address Tallahassee, Florida 32301 Phone # City/State/Zip Office Use Only 224-7000 CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): South Creek Partnership, L (Corporation Name) (Document # (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) Pick up time 4:00 Certified Copy Walk in Certificate of Status Photocopy Will wait Mail out AVENDVENTS NEW FILINGS Amendment 800002332728----10/29/97--01087--018 Profit = 5 Resignation of R.A., Officer/ Director NonProfit & \*\*\*1837.50 \*\*\*1837.50 Change of Registered Agent Limited Liability Domestication Dissolution/Withdrawal Other Merger Name REGISTRATION/ Availability OTHER FILINGS MQUALIFICATION -Document Annual Report Examiner KWM Foreign Fictitious Name KWM Limited Partnership Updater Name Reservation Reinstatement Updater KWM Verifyer Trademark Acknowledgement KWM Other 1750.00 00 - filing fees 35.00 - RA Examiner's Initials CR2E031(1/95) 52.50- celt, cop



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State SECRETARY OF STATE DIVISION OF CORPORATIONS
97 OCT 28 PM 1: 18

October 27, 1997

**HOLLAND & KNIGHT** 

TALLAHASSEE, FL

SUBJECT: SOUTH CREEK PARTNERSHIP, LTD.

Ref. Number: W97000024373

We have received your document for SOUTH CREEK PARTNERSHIP, LTD. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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 (850) 487-6967.

Kenny Manning Corporate Specialist

Letter Number: 697A00052120

# CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned general partner represents that it has formed a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act"), and that it has executed this Certificate of Limited Partnership pursuant to the foregoing Act and states herein as follows:

### I. Name

The name of the limited partnership is SOUTH CREEK PARTNERSHIP, LTD.

## II. 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:

361 Cezanne Drive Osprey, Florida 34229

# III. 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:

Intrastate Registered Agent Corporation, Inc. 701 Brickell Avenue, Suite 3000 Miami, Florida 33131

### IV. General Partner

The name and business address of the general partner of the partnership is as follows:

\*South Creek, Inc. P97-92076 361 Cezanne Drive Osprey, Florida 34229

## V. Mailing Address

The mailing address of the partnership is as follows:

c/o South Creek, Inc. - P97 - 9007 6 361 Cezanne Drive Osprey, Florida 34229

# VI. <u>Dissolution</u>

The latest date on which the partnership is to dissolve is December 31, 2047.

WHEREFORE, the undersigned, the General Partner of the partnership, has executed this Certificate of Limited Partnership on October 24, 1997.

GENERAL PARTNER:

South Creek, Inc., a Florida corporation

Steven

Title: Preside

DIVISION OF CORPORATIONS
DIVISION OF CORPORATIONS
DIVISION OF CORPORATIONS

#### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

I, Steven R. Day, having been sworn, hereby declare and certify that I am President of South Creek, Inc., a Florida corporation, which corporation is the sole general partner of South Creek Partnership, Ltd., a Florida limited partnership (the "Partnership"), and that:

- 1. The amount of the initial capital contributions of the limited partners of the Partnership is \$-0-.
- 2. The total amount of capital anticipated to be contributed by the limited partners of the Partnership is \$20,000,000.

This 24 se day of October, 1997

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and the facts so stated are true and correct to the best of my knowledge and belief.

#### GENERAL PARTNER:

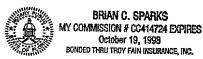
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STATE OF FLORIDA COUNTY OF HILLSBOROUGH

I am a Notary Public authorized to administer oaths and to take acknowledgements in and for the state and county set forth above. The foregoing Affidavit of Capital Contributions was acknowledged, subscribed, and sworn to before me by Stepen R. Day on this 24th day of October, 1997.

	The Car
V	Notary Public - State of Florida
Personally Known	Print Notary Name:
Produced Identification	My Commission Number is:
Type of Identification .	My Commission Expires:
	•

TPA3-481495.1



# LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION

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

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

FIRST THAT South Creek Partnership, Ltd.

(Name of Limited Partnership)

WITH ITS PLACE OF BUSINESS AT <u>361 Cezanne Drive, Osprey 29</u> Florida 34229

HAS NAMED <u>Intrastate Registered Agent Corporation</u>, Inc., a Florida corporation (Name of Registered Agent)

LOCATED AT 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 (Street Address and Number of Building, Post Office Box Addresses ARE NOT Acceptable)

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

### GENERAL PARTNER:

South Creek, Inc., a Florida corporation

By: flee / Y fy

Title: President

Date: october 24, 1997

Having been named to accept Service of Process for the above-stated Limited Partnership, at the place designated in this certificate, Intrastate Registered Agent Corporation, Inc., a Florida corporation, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and accepts the duties and obligations of Section 620.192, Florida Statutes.

### REGISTERED AGENT:

Intrastate Registered Agent Corporation,

Inc., a Fyorida corporation

By: Robert J. Grammiq

Title: Vice President / Date: October 24, 1997