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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: MURAI, WALD, BIONDO, MORENO, P.A.
CONTACT: NIURKA ALONSO
PHONE: (305) 358-5900

ACCT#: 976150002103

FAX #: (305) 358-4842

NAME: GRKP, LTD.

AUDIT NUMBER.....H98000001985

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... + 6

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\$1,000.00

MURAI WALD BIONDO & MORENO

PROFESSIONAL ASSOCIATION
ATTORNEYS

900 INGRAHAM BUILDING
25 SOUTHEAST 2ND AVENUE
MIAMI, FLORIDA 33131

TEL: (305) 858-5900
FAX: (305) 858-9490
E-MAIL: MWBM@GATE.NET

January 29, 1998

Secretary of State
Division of Corporations

VIA TELEFAX
850-922-4000

Electronic Filing Section

Re: GRKP, LTD.
Fax Audit # H98000001985

Dear Sir/Madam:

Attached for electronic filing with the Secretary of State is Certificate of Limited Partnership for GRKP, Ltd. (the "Partnership").

The purpose of this letter is to advise that GRKP, Inc. is the General Partner of the Partnership, which Articles of Incorporation were filed on December 4, 1997. Therefore, there should not be a conflict as to the name of the Partnership not being available for creation of the Partnership as GRKP, Inc. and the Partnership are related.

Should you have any questions, please do not hesitate to call.

Sincerely,


Gerald J. Biondo

GJB:afd
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Enclosure

Fax Audit # H98000001985

CERTIFICATE OF LIMITED PARTNERSHIP
OF
GRKP, LTD.

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. The name of the Partnership is GRKP, LTD.
2. The purpose of the Partnership is to acquire and manage real and personal property.
3. The principal place of business and mailing address of the Partnership is 1412 West Colonial Drive, Suite 200, Orlando, Florida 32804.
4. The name and principal place of business of the General Partner is as follows:

General Partner: GRKP, INC.
1412 West Colonial Drive
Suite 200
Orlando, Florida 32804

5. The term for which the Partnership is to exist is from the date the Certificate of Limited Partnership is issued from the Secretary of State, through December 31, 2050, unless sooner terminated.

6. The amount of property initially contributed by the Limited Partners is \$1,000.00.

7. The Limited Partners are not required to contribute any additional capital to the Partnership.

THIS INSTRUMENT PREPARED BY:
Gerald J. Biondo, Esq.
FL Bar #: 154713
Murai Wald Biondo & Moreno, P.A.
25 Southeast Second Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900

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8. The name and address of the Registered Agent for service of process is:

Salvador F. Leccese
1412 West Colonial Drive
Suite 200
Orlando, Florida 32804

IN WITNESS WHEREOF, the undersigned, being duly sworn, have certified, sworn to and agreed to the foregoing this 6 day of

January, 1998

GENERAL PARTNER

GRKP, INC.

By:

Salvador F. Leccese
President

STATE OF FLORIDA)
COUNTY OF Orange) : ss.

The foregoing instrument was acknowledged before me this 6th day of January, 1998 by SALVADOR F. LECCESE as President of GRKP, INC., the general partner of GRKP, LTD., on behalf of the partnership. He is personally known to me or has produced as identification.

Darlene D. Mahan
NOTARY PUBLIC, STATE OF FLORIDA

Print name:

Commission



DARLENE D. MAHAN
My Commission CC389156
Expires Mar. 24, 1998
Bonded by ANG
800-862-6878

My Commission expires:

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Fax Audit # H98000001985

Fax Audit # H98000001985

CERTIFICATE OF REGISTERED AGENT
OF
GRKP, LTD.

In pursuance of Chapter 620.105, Florida Statutes, the following is submitted, in compliance with said Act:

That GRKP, LTD., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Limited Partnership, at the City of Orlando, County of Orange, State of Florida, has named Salvador F. Leccese, 1412 West Colonial Drive, Suite 200, Orlando, Florida 32804, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 6th day of January, 1997

Salvador F. Leccese
Salvador F. Leccese

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared SALVADOR F. LECCESE who being duly sworn deposes and states as follows:

1. That he is the President of GRKP, INC., the sole general partner in the partnership known as GRKP, LTD.
2. That the amount of capital contributions contributed by the limited partners is \$1,000.00, which amount is the total amount anticipated to be contributed by the limited partners.
3. Further Affiant sayeth naught.

Salvador F. Leccese
Salvador F. Leccese

STATE OF FLORIDA)
COUNTY OF Orange) : ss.

The foregoing instrument was acknowledged before me this 6th day of January, 1998 by SALVADOR F. LECCESE who is personally known to me or who has produced _____ as identification.

Darlene D. Mahanke
NOTARY PUBLIC, STATE OF FLORIDA
Print name: DARLENE D MAHANKE
Commission No. My Commission CC350188
Expires Mar. 24, 1998
Bonded by ANS
800-852-5878

My Commission expires:

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