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LOWNDES DROSDICK

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FLORIDA DIVISION OF CORPORATIONS
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((H98000005627 8))

TO: DIVISION OF CORPORATIONS

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FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036
CONTACT: KAREN L DIDEA
PHONE: (407)843-4600 FAX #: (407)843-4444

NAME: KWP PROPERTIES, LTD.

AUDIT NUMBER.....H98000005627

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0 PAGES..... 4

CERT. COPIES.....1 DEL.METHOD.. FAX

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** ENTER 'M' FOR MENU. **

ATTORNEY: 196

CLIENT: 099994

MATTER: 45124

COMMENTS:

PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED WITH AN EFFECTIVE DATE OF March 23,
1998. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

KAREN L DIDEA
Direct Dial: 407/418-6462

Name Availability	
Document Examiner	DCC
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 24, 1998

KAREN L. DIDEA
LOWNDES DROSDICK DOSTER KANTOR & REED

SUBJECT: KWP PROPERTIES, LTD.
REF: W98000006489

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

We can not register this limited partnership until the general partner is filed. You were notified that the name was not available. You will need to correct the certificate with the new name of the general partner. You have requested an effective date of March 23rd. We can not give you that date because it was not in our office by 4:30.

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) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H98000005627
Letter Number: 898A00015635

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
KWP PROPERTIES, LTD.

The undersigned, hereby makes and files with the Secretary of State of the State of Florida, this Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida.

1. NAME OF PARTNERSHIP. The name of the partnership shall be KWP PROPERTIES, LTD.

2. LOCATION OF PRINCIPAL PLACE OF BUSINESS. The principal place of business of the partnership shall be located at 1625 Rockdale Loop, Heathrow, Florida 32746, or at such other place or places as the General Partners shall from time to time determine.

3. NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS. Scott C. Thompson, 215 North Eola Drive, Orlando, Florida 32801.

4. NAME AND BUSINESS ADDRESS OF EACH GENERAL PARTNER.

KWP GP, INC., a Florida corporation
1625 Rockdale Loop
Heathrow, Florida 32746

5. MAILING ADDRESS OF THE LIMITED PARTNERSHIP.

1625 Rockdale Loop
Heathrow, Florida 32746

This document was prepared by:
Scott C. Thompson, Esquire
Florida Bar Number: 0439053
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
P. O. Box 2809
Orlando, Florida 32802-2809
(407) 843-4600

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KWP PROPERTIES, LTD.

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6. TERM. The partnership shall be dissolved on March 30, 2038 unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the partnership.

EXECUTED this 23 day of March, 1998.

GENERAL PARTNER

KWP GP, INC.
a Florida corporation

By: 
Werner Vogel, Vice President

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AFFIDAVIT OF LIMITED PARTNERS' CONTRIBUTIONS

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.108, the undersigned certifies that the capital contributions of the Limited Partners of KWP PROPERTIES, LTD. are \$19,190.00. The anticipated amount of additional capital contributions of the Limited partners is \$1,980,000.00.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and the facts stated herein are true and correct.

EXECUTED this 23 day of March, 1998.

GENERAL PARTNER:

KWP GP, INC.
a Florida corporation

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By: 

Werner Vogel, Vice President

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, Scott C. Thompson accepts his designation as Registered Agent for KWP PROPERTIES, LTD. and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.

EXECUTED this 23rd day of March, 1998.



Scott C. Thompson
Registered Agent

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