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ACCOUNT NO. : 072100000032

REFERENCE : 788975 9964A

AUTHORIZATION :

Patricia Puyot

COST LIMIT : \$ 157.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 21 PM 12:44

ORDER DATE : April 21, 1998

ORDER TIME : 9:35 AM

ORDER NO. : 788975-005

CUSTOMER NO: 9964A

CUSTOMER: Ronda M. Parris, Legal Asst
SHUMAKER LOOP & KENDRICK

Barnet Plaza, Suite 2800
101 East Kennedy Boulevard
Tampa, FL 33602

100002494821--7

DOMESTIC FILING

NAME: R & D DEFERRARI FAMILY LIMITED
PARTNERSHIP II

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

898A0000
21401

RECEIVED
98 APR 21 AM 10:38
DIVISION OF CORPORATION

BYC
4/21/98

**CERTIFICATE OF LIMITED PARTNERSHIP OF
R & D DEFERRARI FAMILY LIMITED PARTNERSHIP II,
a Florida limited partnership**

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The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) and in line with the requirement of F.S. 620.108, hereby states:

1. The name of the Partnership is: **R & D DEFERRARI FAMILY LIMITED PARTNERSHIP II.**

2. The address of the office of the Partnership is: **121 Harbor Drive, Palm Harbor, Florida 34683.**

3. The name and address of the agent for service of process on the Partnership is: **Bruce H. Gordon, c/o Shumaker, Loop & Kendrick, LLP, 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602.**

4. The name and business address of the General Partner is:

R & D DEFERRARI MANAGEMENT, INC.

121 Harbor Drive
Palm Harbor, Florida 34683

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5. The mailing address of the Partnership is: **121 Harbor Drive, Palm Harbor, Florida 34683.**

6. The latest date upon which the Partnership shall dissolve is: **December 31, 2048.**

7. It is the intent of the General Partner of this limited partnership that the Partnership be formed effective immediately.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the
General Partner of the **R & D DEFERRARI FAMILY LIMITED PARTNERSHIP II** on this
20th day of April, 1998.

“GENERAL PARTNER”

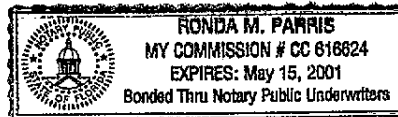
R & D DEFERRARI MANAGEMENT, INC.

By: Ronald H. Deferrari
RONALD H. DEFERRARI, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 20th day of April, 1998, by
RONALD H. DEFERRARI, the President of R & D DEFERRARI MANAGEMENT, INC., who is
(X) personally known to me or () has produced _____ as identification.

Ronda M. Parris
Notary Public
Print: Ronda M. Parris
My Commission Expires:



**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT
FOR THE R & D DEFERRARI FAMILY LIMITED PARTNERSHIP II**

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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Having been named as statutory registered agent for the **R & D DEFERRARI FAMILY LIMITED PARTNERSHIP II**, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent in line with F.S. 620.105(2).

"REGISTERED AGENT"



BRUCE H. GORDON
Shumaker, Loop & Kendrick, LLP
101 E. Kennedy Blvd., #2800
Tampa, Florida 33602
(813) 229-7600

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

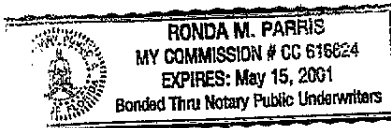
The foregoing instrument was acknowledged before me this 20th day of April, 1998, by BRUCE H. GORDON, as Registered Agent, who is (X) personally known to me or () has produced _____ as identification.



Notary Public

Print: Ronda M. Parris

My Commission Expires:



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AFFIDAVIT OF CAPITAL CONTRIBUTIONS
TO THE R & D DEFERRARI FAMILY LIMITED PARTNERSHIP II

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared RONALD H. DEFERRARI, President of R & D DEFERRARI MANAGEMENT, INC., as General Partner of the **R & D DEFERRARI FAMILY LIMITED PARTNERSHIP II** (the "Partnership"), who, upon being duly sworn, certify as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, cash and property having a value of \$10,000.00.
2. It is not anticipated that additional capital contributions will be made by the Limited Partners.

Under penalties of perjury, the undersigned General Partner declares that she has read the foregoing and that the facts alleged are true, to the best of her knowledge and belief.

"GENERAL PARTNER"

R & D DEFERRARI MANAGEMENT, INC.

By: Ronald H. Deferrari
RONALD H. DEFERRARI, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 20th day of April, 1998, by RONALD H. DEFERRARI, President of R & D DEFERRARI MANAGEMENT, INC., who is () personally known to me or () has produced _____ as identification.

Ronda M. Parris
Notary Public
Print: Ronda M. Parris
My Commission Expires:

