

A98000001379

Sumata Research
Requestor's Name

Address

City/State/Zip Phone #

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUN -3 PM 1:20

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Florida Shelf Project #28
(Corporation Name) (Document #)

2. Limited Partnership
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

RECEIVED
98 JUN -3 PM 12:00
PARTIAL
DIVISION OF CORPORATIONS

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Certificate of Status
- Photocopy

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

BR 6/3/98

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

900002546199--8
-06/03/98--01065--011
***280.00 ***140.00

Examiner's Initials

CERTIFICATE OF LIMITED PARTNERSHIP
OF
FLORIDA SHELF PROJECT #28 LIMITED PARTNERSHIP

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Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and §620.108 of the Florida Statutes, the undersigned, being the sole General Partner of FLORIDA SHELF PROJECT #28 LIMITED PARTNERSHIP, hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is FLORIDA SHELF PROJECT #28 LIMITED PARTNERSHIP.
2. The business address and the mailing address of the limited partnership is:
c/o James K. Griffin, Jr., Victoria Park Center, 1401 East Broward Boulevard, Suite 302, Ft. Lauderdale, FL 33301-2116.
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is:

Mr. James K. Griffin, Jr.

4. The Florida street address for the registered agent is:

Victoria Park Center
1401 East Broward Boulevard, Suite 302
Ft. Lauderdale, FL 33301-2116.

5. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of FLORIDA SHELF PROJECT #28 LIMITED PARTNERSHIP, at the place designated in this Certificate of Limited Partnership of FLORIDA SHELF PROJECT #28 LIMITED PARTNERSHIP, I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

~~MR. JAMES K. GRIFFIN, JR.,~~
Registered Agent

Dated: June 2, 1998

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

FL RFC/WA GP, L.C.
Victoria Park Center
1401 East Broward Boulevard, Suite 302
Ft. Lauderdale, FL 33301-2116.


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7. The latest date upon which the limited partnership is to dissolve is June 1, 2048.

IN WITNESS WHEREOF, the undersigned, being the sole General Partner, has executed the foregoing Certificate of Limited Partnership on the 1st day of June, 1998 in accordance with §620.114 of the Florida Statutes.

FL RFC/WA GP, L.C.
a Florida limited liability company
General Partner

By: Hearthstone Advisors, Inc.,
a California corporation
Manager, an authorized representative

By: 
Tracy T. Carver
Senior Vice President

AFFIDAVIT

THE UNDERSIGNED, constituting the sole General Partner of FLORIDA SHELF PROJECT #28 LIMITED PARTNERSHIP, a Florida limited partnership, hereby certifies as follows:

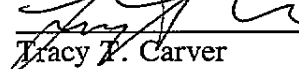
1. The amount of capital contribution to date of the limited partners is: \$100.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00.

FURTHER AFFIANT SAYETH NOT.

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

FL RFC/WA GP, L.C.,
a Florida limited liability company
General Partner

By: Hearthstone Advisors, Inc.,
a California corporation
Manager, an authorized representative

By: 
Tracy T. Carver
Senior Vice President

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