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July 30, 1998

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Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FEDERAL EXPRESS

Re: Naples Commercial Properties Limited Partnership

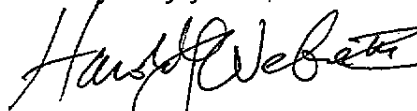
Dear Sir or Madam:

Enclosed please find the original, fully executed Certificate of Limited Partnership and Affidavit of Capital Contributions for Naples Commercial Properties Limited Partnership. Also enclosed is a check from the general partner, Naples Commercial Investment, Ltd., in the amount of \$1,793.75, being the maximum filing fee of \$1,750.00, \$35.00 for the designation of a registered agent, and \$8.75 for a certificate.

I ask that you please file these documents and send me an acknowledgment of their filing as quickly as possible. You may contact me at the address or phone number above. Also, if you can send the acknowledgment by fax, please do so according to the fax number above.

If you have any questions or concerns, please do not hesitate to call me.

Very truly yours,


Harold J. Webre

HJW/dja
Enclosure

f:state.ltr

Name	1/23/98
Availability	1/23/98
Document Examiner	1/23/98
Updater	1/23/98
Updater Verifier	1/23/98
Acknowledgement	1/23/98
W. P. Ver fyer	1/23/98

0701-860

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DIVISION OF CORPORATIONS
98 JUL 31 PM 1:12

CERTIFICATE OF LIMITED PARTNERSHIP

1. NAPLES COMMERCIAL PROPERTIES LIMITED PARTNERSHIP
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 4001 Tamiami Trail N., Suite 265, Naples, FL 34103
(Business address of Limited Partnership)
3. Harold J. Webre, Esq.
(Name of Registered Agent for Service of Process)
Goodlette, Coleman & Johnson, P.A.
4. 4001 Tamiami Trail N., Suite 300, Naples, FL 34103
(Florida street address for Registered Agent)
5. Harold J. Webre, Esq.
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. c/o Euro-American Consulting, Inc.
4001 Tamiami Trail N., Suite 265, Naples, FL 34103
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: August, 2018

8. Name(s) of general partner(s): Naples Commercial Investment, Ltd. Street address: c/o Euro-American Consulting, Inc.
4001 Tamiami Trail N., Suite 265, Naples,
Florida 34103

A97-1505

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

Signed this 30th day of July, 19 98

Signature of all general partners:

Naples Commercial Investment, Inc.

BY: Gulfshore Investments, Inc.,

its General Partner,

By: [Signature]
*Rainer Filthaut, its President

General Partner

General Partner

General Partner

General Partner

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

*The undersigned constituting all of the general partners of _____
_____*
a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 50,000.00

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 650,000.00

Signed this 30th day of July, 19 98

FURTHER AFFLIANT SAYETH NOT.

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

Naples Commercial Investment, Inc.

BY: Gulfshore Investments, Inc., its General Partner

By: [Signature]
Rainer Filthaut, its President

General Partner

General Partner

General Partner

General Partner

General Partner

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