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SARASOTA • VENICE

H. GREG LEE

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September 18, 1998

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002676848--3
-10/30/98--01063--002
*****85.00 *****85.00

SUBJECT: LOSILLIAS REALTY, INC.

CM

800002676848--3
-10/30/98--01063--003
***1700.00 ***1700.00

Enclosed is an original and one (1) copy of the Registered Agent Designation, an original and one (1) copy of Certificate of Limited Partnership, an original and one (1) copy of Affidavit of Capital Contributions and checks for a total of \$1785.00 (filing fee, and designation of registered agent).

FROM: H. Greg Lee, Esq.
2014 Fourth Street
Sarasota, Florida 34237

800002676848--3
-10/30/98--01063--003
***1700.00 ***1700.00

FILED
98 NOV 17 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 3, 1998

H. GREG LEE, ESQ.
2014 FOURTH STREET
SARASOTA, FL 34237

SUBJECT: LOSILLIAS LIMITED PARTNERSHIP
Ref. Number: W98000024845

FILED
98 NOV 17 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for LOSILLIAS LIMITED PARTNERSHIP and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 798A00053528

**CERTIFICATE OF LIMITED PARTNERSHIP OF
LOSILLIAS LIMITED PARTNERSHIP**

REALTY

FILED
98 NOV 17 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, desiring to form a Limited Partnership under the Florida Revised Uniform Limited Partnership Act, hereby certify as follows:

FIRST: The name of the Limited Partnership is LOSILLIAS ^{REALTY} LIMITED PARTNERSHIP.

SECOND: The address of the office of the Partnership where the records will be maintained is 4022 Losillias Drive, Sarasota, FL, 34238.

THIRD: The name and address of the agent for service of process is H. GREG LEE, 2014 Fourth St., Sarasota, FL, 34237.

FOURTH: The names, business address and mailing address of each General Partner are as follows:

Losillias Realty, Inc.
4022 Losillias Drive
Sarasota, FL 34238

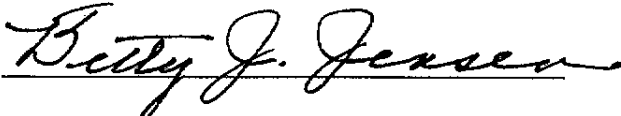
FIFTH: The mailing address of the Limited Partnership is 4022 Losillias Drive, Sarasota, FL, 34238. The mailing address and the principal place of business address are the same.

SIXTH: The latest date on which the Limited Partnership is to dissolve is October 15, 2048.

WE, the undersigned General Partners, declare under penalties of perjury that we have examined the foregoing and it is true, correct and complete.

DATED this 21 day of Oct., 1998.

LOSILLIAS REALTY, INC.


"General Partner"

(Signature of all General Partners required.)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

THE UNDERSIGNED, acting as an Officer of ^{REALTY}LOSILLIAS REALTY, INC., a Florida Corporation, which is the General Partner of LOSILLIAS LIMITED PARTNERSHIP, a Florida Limited Partnership being formed pursuant to Florida Statute § 620.108, does hereby, under penalty of perjury and to the best of the undersigned's knowledge and belief, declare as follows:

The amount of capital contribution of the Limited Partners and the amount anticipated to be contributed by the Limited Partners with respect to the Partnership is \$ 3,000,000⁰⁰.

FURTHER, Affiant sayeth not.

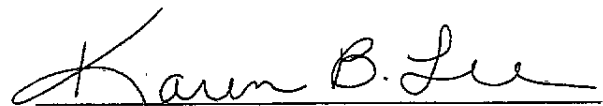
DATED this 21 day of Oct, 1998.


H. GREG LEE

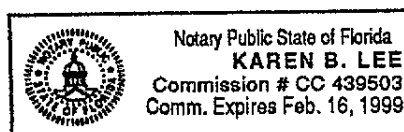
STATE OF FLORIDA)
COUNTY OF SARASOTA)

BEFORE ME, the undersigned authority, personally appeared H. GREG LEE, acting as an Officer of LOSILLIAS REALTY, INC., who expressed that he executed the foregoing Affidavit for the purposes therein expressed.

WITNESS my official hand and seal this 21 day of October, 1998.


Notary Public

My Commission Expires:




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98 NOV 17 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and this Certificate of Limited Partnership, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

H. GREG LEE, ESQUIRE
2014 Fourth Street
Sarasota, Florida 34237

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.

 (SEAL)
H. GREG LEE, ESQUIRE

FILED
98 NOV 17 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA