

**A98000002664**



1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

**WALK IN**

**PICK UP** 12/3/98



CUS G.S.

FILING Ltd.

CERTIFIED COPY

PHOTO COPY

1.) HSS Properties, Ltd  
(CORPORATE NAME & DOCUMENT #)

200002701352--1  
-12/03/98--01040--001  
\*\*\*\*140.00 \*\*\*\*140.00

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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7.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

9.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

PK 12/3/98

10.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

**SPECIAL INSTRUCTIONS**

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
HSS PROPERTIES, LTD.**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, the undersigned, desiring to form a limited partnership, hereby state the following:

1. The name of the Partnership is HSS Properties, Ltd.
2. The character of the business to be conducted by the Partnership is to engage in the business of owning and developing real estate in the United States of America and for any other lawful business activity.
3. The location and mailing address of the principal place of business of the Partnership is 222 West Comstock Avenue, Suite 210, Winter Park, Florida 32789.
4. The term for which the Partnership is to exist shall commence on the date this Certificate of Limited Partnership is filed, and shall continue until the close of business on December 31, 2050, unless sooner terminated by the General Partner or pursuant to the terms and conditions of the Limited Partnership Agreement.
5. The name, place of business, units and percentage of shares of the sole General Partner

is:

	<u>Units</u>	<u>Percentage Owned</u>
1980000-90196 HSS Properties, Inc. 222 West Comstock Avenue, Suite 210 Winter Park, Florida 32789	10	1.0%

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6. The General Partner shall be required to make an initial capital contribution of cash in the total amount of \$10.00.

7. The Limited Partners shall be required to make an initial total capital contribution of cash in the total amount of \$990.00.

8. The Limited Partners shall be required to make additional capital contributions upon call by the General Partner.

9. The Limited Partners shall not be entitled to the return of its capital contributions except by virtue of distributions pursuant to the Partnership Agreement or upon dissolution of the Partnership.

10. The share of the profits or other compensation by way of income which the Limited Partners shall receive by reason of its capital contribution is a total of ninety-nine percent (99%).

11. The Limited Partners have the right to substitute an assignee of its Partnership interest as a contributor in its place only with the written consent of the General Partner and the other Limited Partners and upon the following terms and conditions: executing an instrument of assignment and filing same with the General Partner, obtaining the consent of a majority of the Limited Partners, executing any additional instruments the General Partner deems necessary, and paying to the General Partner all costs involved in making this amendment.

12. The General Partner has the right, with the consent of the majority of the Limited Partners, to admit additional Limited Partners.

13. Upon adjudication of bankruptcy or filing of a petition under the Federal Bankruptcy Act, withdrawal or removal of the General Partner, or the death or adjudication of incompetency of the General Partner, the Partnership will be dissolved unless within sixty (60) days after such event

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the Limited Partners elect to continue the business of the Partnership and select a substitute General Partner who agrees in writing to accept such selection.

14. No right is given to the Limited Partners to demand and receive property other than cash in return for their contributions. However, upon dissolution there may be distributed pursuant to the terms of the Partnership Agreement partnership property distributed in kind.

IN WITNESS WHEREOF, we have hereunto set our hands this 2<sup>nd</sup> day of December, 1998, effective upon filing with the Florida Secretary of State.

**HSS PROPERTIES, LTD.,**  
a Florida limited partnership

By: HSS Properties, Inc., a Florida corporation,  
its General Partner

By: Paul Haire  
Paul Haire, as its President

**STATE OF FLORIDA**  
**COUNTY OF ORANGE**

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of December, 1998, by Paul Haire, as President of HSS Properties, Inc., a Florida corporation, General Partner of HSS Properties, Ltd., a Florida limited partnership, on behalf of the corporation and partnership.

Personally known to me.

Produced identification:

Type: \_\_\_\_\_

Robert Saun  
Notary Public, State of Florida

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**LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION  
OF HSS PROPERTIES, LTD.**

In compliance with Section 620.105, Florida Statutes, the following is submitted:

First, that HSS Properties, Ltd., with its place of business at 222 West Comstock Avenue, Suite 210, Winter Park, Florida 32789, has named Paul Haire of 222 West Comstock Avenue, Suite 210, Winter Park, Florida 32789, as its agent to accept service of process within the State of Florida.

**HSS PROPERTIES, LTD.,**  
a Florida limited partnership

By: HSS Properties, Inc., a Florida corporation,  
its General Partner

By: Paul Haire  
Paul Haire, as its President

Date: 12/2/98

Having been named to accept Service of Process for the above stated Limited Partnership, at the place designated in this certificate, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192, Florida Statutes.

Paul Haire  
Registered Agent

Date: 12/2/98

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**AFFIDAVIT FOR CERTIFICATE OF  
LIMITED PARTNERSHIP OF HSS PROPERTIES, LTD.**

**STATE OF FLORIDA  
COUNTY OF ORANGE**

Pursuant to Chapter 620.108 Florida Statutes, before me, the undersigned authority, this day personally appeared Paul Haire as President of HSS Properties, Inc., a Florida corporation, the General Partner of HSS Properties, Ltd. ("Affiant"), who being first duly sworn, deposes and says:

1. That the total amount contributed by the Limited Partners to HSS Properties, Ltd. is \$990.00.
2. That the anticipated total capital contribution by the Limited Partners to HSS Properties, Ltd. is \$990.00

**FURTHER AFFIANT SAYETH NAUGHT.**

*Paul Haire*  
 \_\_\_\_\_  
 PAUL HAIRE, as President of HSS Properties, Inc.  
 General Partner of HSS Properties, Ltd.

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**SWORN TO AND SUBSCRIBED** before me  
on this 23 day of December, 1998  
by **PAUL HAIRE**.

- Personally known to me.
- Produced identification:  
Type: \_\_\_\_\_

*Robert Saltzman*  
 \_\_\_\_\_  
 Notary Public  
 (SEAL)

