

A98000002752

Florida Department of State  
Division of Corporations  
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Sandra B. Mortham, Secretary of State

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## To:

Division of Corporations  
Fax Number : (850) 922-4003

## From:

Account Name : MURAI, WALD, BIONDO, MORENO, P.A.  
Account Number : 076150002103  
Phone : (305) 358-5900  
Fax Number : (305) 358-4842

**FLORIDA LIMITED PARTNERSHIP**  
**GRPP, LTD.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 04      |
| Estimated Charge      | \$87.50 |

A98-2752

09-12-15

|                |          |
|----------------|----------|
| Name           | 09-12-15 |
| Availability   | 09-12-15 |
| Document       | 09-12-15 |
| Examiner       | 09-12-15 |
| Updater        | 09-12-15 |
| Verifier       | 09-12-15 |
| Acknowledgment | 09-12-15 |
| W. P. Verifier | 09-12-15 |

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**MURAI WALD BIONDO & MORENO**

PROFESSIONAL ASSOCIATION  
ATTORNEYS

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E-MAIL: MWBM@GATE.NET

December 14, 1998

Secretary of State  
Division of Corporations  
Electronic Filing Section

VIA TELEFAX  
850-922-4001

Re: GRPP, LTD.  
Fax Audit # H98000023269 7

Dear Sir/Madam:

Attached for electronic filing with the Secretary of State is Certificate of Limited Partnership for GRPP, Ltd. (the "Partnership").

The purpose of this letter is to advise that GRPP, Inc. is the General Partner of the Partnership, which Articles of Incorporation were filed on January 9, 1997 and assigned article number P97000002318. Accordingly, there should not be a conflict as to the name of the Partnership not being available for creation of the Partnership as GRPP, Inc. and the Partnership are related entities.

Should you have any questions, please do not hesitate to call.

Sincerely,

*Gerald J. Biondo*  
Gerald J. Biondo

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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THIS INSTRUMENT PREPARED BY:  
Gerald J. Biondo, Esq.  
FL Bar #: 154713  
Murai Wald Biondo & Moreno P.A.  
25 Southeast Second Avenue, Suite 900  
Miami, Florida 33131  
(305) 358-5900

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TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
GRPP, LTD.

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. The name of the Partnership is GRPP, LTD.
2. The purpose of the Partnership is to become the General Partner of The Grand Reserve at Park Place Limited Partnership, a Florida limited partnership, including without limitation, voting any stock or limited partnership interest in other partnerships comprising the Property.
3. The principal place of business and mailing address of the Partnership is 1101 North Lake Destiny Drive, Suite 400, Maitland, Florida 32751.
4. The name and principal place of business of the General Partner is as follows:  

|                  |  |
|------------------|--|
| General Partner: | GRPP, INC. 997-2318<br>1101 North Lake Destiny Drive<br>Suite 400<br>Maitland, Florida 32751 |
|------------------|--|
5. The term for which the Partnership is to exist is from the date the Certificate of Limited Partnership is issued from the Secretary of State, through December 31, 2050, unless sooner terminated.
6. The amount of property initially contributed by the Limited Partners is \$1,000.00.
7. The Limited Partners are not required to contribute any additional capital to the Partnership.

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8. The name and address of the Registered Agent for service of process is:

Christopher DelGuidice  
1101 North Lake Destiny Drive  
Suite 400  
Maitland, Florida 32751

IN WITNESS WHEREOF, the undersigned, being duly sworn, have certified, sworn to and agreed to the foregoing this 26 day of October, 1998.

GENERAL PARTNER:


GRPP, INC., a Florida  
corporation

By: 

Christopher DelGuidice  
President

STATE OF FLORIDA )  
COUNTY OF Orange ) : ss.

The foregoing instrument was acknowledged before me this 26 day of October, 1998 by CHRISTOPHER DELGUIDICE as President of GRPP, INC., the general partner of GRPP, LTD., on behalf of the partnership. He is personally known to me or has produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC, STATE OF FLORIDA  
Print name: T. Snyder  
Commission No.: CC 771908

My Commission expires:



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CERTIFICATE OF REGISTERED AGENT  
OF  
GRPP, LTD.

In pursuance of Chapter 620.105, Florida Statutes, the following is submitted, in compliance with said Act:

That GRPP, LTD., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Limited Partnership, at the City of Maitland, County of Orange, State of Florida, has named Christopher DelGuidice, 1101 North Lake Destiny Drive, Suite 400, Maitland, Florida 32751, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 26 day of October, 1998.

  
Christopher DelGuidice

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TALLAHASSEE, FLORIDA

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AFFIDAVIT


BEFORE ME, the undersigned authority, personally appeared CHRISTOPHER DELGUIDICE who being duly sworn deposes and states as follows:

1. That he is the President of GRPP, INC., the sole general partner in the partnership known as GRPP, LTD.
2. That the amount of capital contributions contributed by the limited partners is \$1,000.00, which amount is the total amount anticipated to be contributed by the limited partners.
3. Further Affiant sayeth naught.

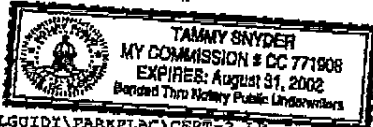
  
Christopher DelGuidice

STATE OF FLORIDA )  
 ) : ss.  
COUNTY OF Orange )

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of October, 1998 by CHRISTOPHER DELGUIDICE who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC, STATE OF FLORIDA  
Print name: T. Snyder  
Commission No.: CC 771908

My Commission expires:



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