

A98000002753

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Florida Department of State
Division of Corporations
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From:

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

FLORIDA LIMITED PARTNERSHIP

GRWP, LTD.

Certificate of Status	0
Certified Copy	0
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MURAI WALD BIONDO & MORENO

PROFESSIONAL ASSOCIATION
ATTORNEYS

900 INGRAHAM BUILDING
25 SOUTHEAST 2ND AVENUE
MIAMI, FLORIDA 33131

TEL: (305) 358-5900
FAX: (305) 358-9490
E-MAIL: MWBM@GATE.NET

December 14, 1998

Secretary of State
Division of Corporations
Electronic Filing Section

VIA TELEFAX
850-922-4001

Re: GRWP, LTD.
Fax Audit # H98000023270 5

Dear Sir/Madam:

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

The purpose of this letter is to advise that GRWP, Inc. is the General Partner of the Partnership, which Articles of Incorporation were filed on January 22, 1996 and assigned article number P96000008094. Accordingly, there should not be a conflict as to the name of the Partnership not being available for creation of the Partnership as GRWP, 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

GJB:afd
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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

CERTIFICATE OF LIMITED PARTNERSHIP
OF
GRWP, 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 GRWP, LTD.
2. The purpose of the Partnership is to become the General Partner of Windsor Parke Limited Partnership, a Delaware 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:	GRWP, INC. 1101 North Lake Destiny Drive Suite 400 Maitland, Florida 32751
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P96-8094
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 7 day of DECEMBER, 1998.

GENERAL PARTNER:

GRWP, INC., a Florida
corporation

By: Christopher DelGuidice
Vice President

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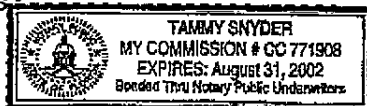
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STATE OF FLORIDA)
COUNTY OF Orange) : ss.

The foregoing instrument was acknowledged before me this 9th day of December, 1998 by CHRISTOPHER DELGUIDICE as Vice President of GRWP, INC., the general partner of GRWP, LTD., on behalf of the partnership. He is personally known to me or has produced as identification.

Tammy Snyder
NOTARY PUBLIC, STATE OF FLORIDA
Print name: T. Snyder
Commission No.: CC771905

My Commission expires:



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CERTIFICATE OF REGISTERED AGENT
OF
GRWP, LTD.

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

That GRWP, 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 9 day of December, 1998.


Christopher DelGuidice

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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 Vice President of GRWP, INC., the sole general partner in the partnership known as GRWP, 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 9th day of December, 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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