

**A99000000128**  
**Deeb & Lamont, P.A.**  
Attorneys at Law

Brian P. Deeb\*  
Theresa A. Deeb  
David A. Lamont  
\*Also Admitted in North Carolina

January 4, 1999

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN -6 PM 3:47

**LP- 35.00**

Re: Countresquire, Ltd.

100002732361--6  
-01/06/99--01083--005  
\*\*\*1050.00 \*\*\*1050.00

Dear Sir/Madam:

Enclosed please find our firm check in the sum of \$1,050.00 which represents the Limited Partnership Filing fee.

Please file the enclosed Certificate of Limited Partnership of Countresquire, Ltd., and the Affidavit Declaring the Amount of Capital Contributions for the above-referenced corporation.

Please return a filed copy of the enclosed to my office in the self addressed stamped envelope provided.

Thank you for your assistance. Should you have any questions, please do not hesitate to contact our office.

Very truly yours,

DEEB & LAMONT, P.A.

By: David A. Lamont, Esquire

DAL:ajm  
Enclosure

100002732361--6  
-01/26/99--01016--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF**

COUNTRESQUIRE-BELCHER, LTD.

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We, the undersigned, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), constituting Florida Statutes Chapter 620, Part I, effective January 1, 1987, do hereby certify:

1. The name of the firm under which the partnership is to be conducted is Countresquire-Belcher, Ltd.
2. The business of the limited partnership shall be the construction of a minimum of 12 and possibly 13 custom residences on the following described real property located in Pinellas County, Florida together with subdivision improvements, as required:
3. The location of the principal place of business of the limited partnership and its mailing address shall be 2101 Sussex Court, Palm Harbor, Pinellas County, Florida 34683.
4. The name of the agent for service of process is Carol Turk. The address of the agent for service of process is 2101 Sussex Court, Palm Harbor, Pinellas County, Florida 34683.
5. The name and business address of the general partner of the limited partnership is as follows: Emerald Builders, Inc, a corporation organized under the laws of the State of Florida, 2101 Sussex Court, Palm Harbor, Pinellas County, Florida 34683. The names and place of residence of each limited partner interested in the partnership is as follows: John R. Shuman and Sara G. Shuman, his wife, as tenants by the entireties, 1004 22nd St., N.W., Washington, D.C. 20037.
6. The term for which the limited partnership is to exist shall begin on the date on which the Certificate of Limited Partnership is filed with the Secretary of State of Florida, and shall continue until the last act required to accomplish the business of the partnership has been done or five years, whichever is less.
7. The amount of cash and a description and the agreed value of the other property contributed by each limited partner are as follows: neither limited partner contributed any cash; limited partners as tenants by the entirety transferred real property for which their net partnership capital account was credited with \$150,000.00.
8. Limited partners may make such additional contributions to the capital of the partnership as may from time to time be agreed upon by all the partners.
9. The contribution of each limited partner shall be returned as follows: 60% of net cash from each home closing will be paid to the limited partners until its \$150,000.00 capital contribution is paid in full.
10. The share of the profits or other compensation by way of income that each limited partner shall receive by reason of his/her contribution is as follows: the greater of a simple annualized

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return of 25% on the outstanding balance of its capital account or \$64,350.00, whichever is greater.

11. The right of a limited partner to substitute an assignee as limited partner in his/her place, and the terms and conditions of the substitution, are as follows: unlimited so long as financial obligations of partnership are current or with consent of buyer which shall not be unreasonably withheld.

12. The right of the partners to admit additional limited partners is as follows: none

13. The right of one or more of the limited partners to priority over other limited partners, as to contributions, or as to compensation by way of income, and the nature of the priority, are as follows: none

14. The right of a limited partner to demand and receive property other than cash in return for the limited partner's contribution is as follows: In the event of a 120 day delay in the commencement of construction.

14. The right of the remaining general partner or partners to continue the business on the death, retirement, or incapacity of a general partner is as follows: none

In Witness Whereof, the General Partner has executed this Certificate of Limited Partnership on November 19, 1998 and affixed its corporate seal.

(Corporate Seal)

Attest:

State of Florida }  
County of Pinellas }

Emerald Builders, Inc.

By:

Carol Turk, President

I Hereby Certify, that on this 19th Day of December, 1998, before me personally appeared Carol Turk, President of Emerald Builders, Inc., a corporation under the laws of State of Florida, to me known to be the person described in and who executed the foregoing Certificate of Limited Partnership of Countresquire, Ltd., and acknowledged the execution thereof to be its free act and deed as such officer, for the uses and purposes therein mentioned; and that she affixed thereto the official seal of said corporation, and the said instrument is the act and deed of said corporation.

-Belcher, Ltd.

Witness my signature and official seal at Clearwater in the County of Pinellas and State of Florida, the day and year last aforestead.

Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL  
JODELLE M STARKEY  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC549363  
MY COMMISSION EXP. APR. 30, 2000

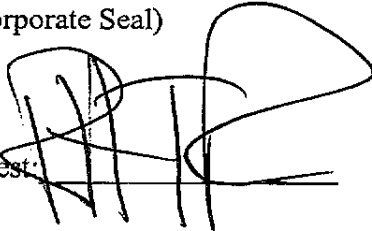
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**AFFIDAVIT DECLARING THE AMOUNT  
OF CAPITAL CONTRIBUTIONS**

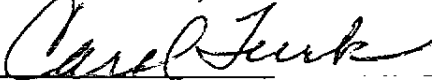
1. I am the President of Emerald Builders, Inc., general partner of Countresquire-Belcher, Ltd.
2. This affidavit is made pursuant to Florida Statute Section 620.108(1) to set out the amount of capital contributions made by the limited partners.
3. The amount of the capital contribution anticipated to be made by John R. Shuman and Sara G. Shuman, his wife, as tenants by the entireties, limited partners of Countresquire, Ltd., is \$150,000.00 representing the net value of the limited partners' transfer of certain real property to the partnership. No additional limited partner contributions are anticipated at the present time.

In Witness Whereof, the General Partner has executed this Affidavit Declaring the Amount of Capital Contributions on December , 1998 and affixed its corporate seal.

(Corporate Seal)

Attest: 

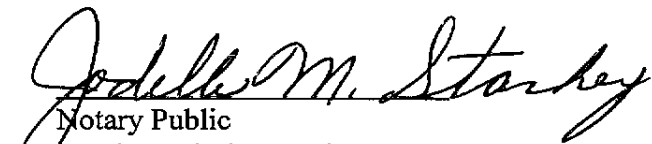
Emerald Builders, Inc.

By:   
Carol Turk, President

State of Florida       }  
County of Pinellas   }

I Hereby Certify, that on this 9th Day of December, 1998, before me personally appeared Carol Turk, President of Emerald Builders, Inc., a corporation under the laws of State of Florida, to me known to be the person described in and who executed the foregoing Affidavit Declaring the Amount of Capital Contributions, and acknowledged the execution thereof to be its free act and deed as such officer, for the uses and purposes therein mentioned; and that she affixed thereto the official seal of said corporation, and the said instrument is the act and deed of said corporation.

Witness my signature and official seal at Clearwater, in the County of Pinellas and State of Florida, the day and year last aforesaid.

  
Notary Public  
My Commission Expires:

