

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 100, Tallahassee, Florida 32301
(850) 224-8800 • Fax (850) 224-1222

A9900000535

Tom Carrollwood, Ltd.

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***1855.00 ***1855.00

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK
4/2/99
(4)

Signature

Requested by: LS 4/2/99 9:39
Name Date Time

Walk-In _____ Will Pick Up _____

- _____ Art of Inc. File
- LTD Partnership File
- _____ Foreign Corp. File
- _____ L.C. File
- _____ Fictitious Name File
- _____ Trade/Service Mark
- _____ Merger File
- _____ Art. of Amend. File
- _____ RA Resignation
- _____ Dissolution / Withdrawal
- _____ Annual Report / Reinstatement
- Cert. Copy
- _____ Photo Copy
- Certificate of Good Standing (x 2)
- _____ Certificate of Status
- _____ Certificate of Fictitious Name
- _____ Corp Record Search
- _____ Officer Search
- _____ Fictitious Search
- _____ Fictitious Owner Search
- _____ Vehicle Search
- _____ Driving Record
- _____ UCC 1 or 3 File
- _____ UCC 11 Search
- _____ UCC 11 Retrieval
- _____ Courier

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DIVISION OF CORPORATIONS
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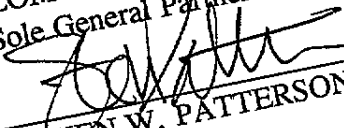
**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ZOM CARROLLWOOD, LTD.**

The undersigned, being the General Partner of ZOM CARROLLWOOD, LTD., a Florida limited partnership, does hereby execute this Certificate and does hereby affirm, under penalty of perjury, that the facts stated hereinbelow are true:

1. The name of the limited partnership is:
ZOM Carrollwood, Ltd.
2. The address of the recordkeeping office of the limited partnership is:
1950 Summit Park Drive, Suite 300
Orlando, Fl 32810-5945
3. The name and address of the agent for service of process on the limited partnership is:
Eric F. J. Boschmans
1950 Summit Park Drive, Suite 300
Orlando, Fl 32810-5945
4. The name and business address of the general partner is:
ZOM Development VI, Ltd.
1950 Summit Park Drive, Suite 300
Orlando, Fl 32810-5945
5. The mailing address for the limited partnership is:
ZOM Carrollwood, Ltd.
1950 Summit Park Drive, Suite 300
Orlando, Fl 32810-5945
6. The latest date upon which the limited partnership is to dissolve is:
December 31, 2024

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ZOM DEVELOPMENT VI, LTD.
By: ZOM Development, Inc.
Its: Sole General Partner

By: 
STEVEN W. PATTERSON, President

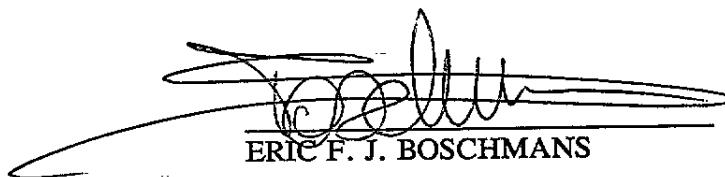
(CORPORATE SEAL)

Date: APRIL 1, 1999

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DIVISION OF CORPORATIONS
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ACCEPTANCE OF REGISTERED AGENT

I, ERIC F. J. BOSCHMANS, having a business address of 1950 Summit Park Drive, Suite 300, Orlando, Florida 32810, do hereby accept my appointment as Registered Agent of ZOM CARROLLWOOD, LTD., a Florida limited partnership.


ERIC F. J. BOSCHMANS

Date: April 1, 1999

ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, this 1st day of April, 1999, personally appeared ERIC F. J. BOSCHMANS, personally known to me and who, being duly sworn, deposes and says that he is the Registered Agent of ZOM Carrollwood, Ltd., a Florida Limited Partnership.


NOTARY PUBLIC
State of Florida at Large



LINDA ROSSEL
COMMISSION # CC 506928
EXPIRES DEC 17, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared STEVEN W. PATTERSON, as President of ZOM DEVELOPMENT, INC., sole General Partner of ZOM DEVELOPMENT VI, LTD., the General Partner of ZOM CARROLLWOOD, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership," whom, upon being sworn, certified as follows:


- 1. The amount of the initial capital contribution of the original limited partner is \$10.00
- 2. The anticipated amount of additional capital contributions of the limited partners is \$10,999,000.

This 1st day of April, 1999.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing, and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:
ZOM DEVELOPMENT VI, LTD.
By ZOM Development, Inc.
Its Sole General Partner

By: 
Steven W. Patterson
President

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared STEVEN W. PATTERSON, as President of ZOM DEVELOPMENT, INC., sole general partner of ZOM DEVELOPMENT VI, LTD. (General Partner) known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions and who acknowledged to me and before me that he executed this Affidavit as General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of April, 1999.


Notary Public, State of Florida

LINDA ROSSEL
COMMISSION # CC 506928
EXPIRES DEC 17, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

