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May 19, 1999

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32301

000002882680-8  
-05/21/99-01085-016  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

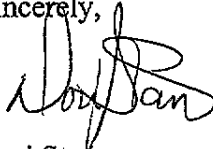
Re: Greenbrook Island Estates,

Dear Sir or Madam:

Enclosed you will find the original and one copy of the Certificate of Limited Partnership for the above referenced corporation. Also enclosed is our check in the amount of \$87.50 made payable to the Secretary of State to cover the filing fee. Please return a conformed copy of the Certificate to our office in the enclosed envelope.

Should you have any questions or comments, please do not hesitate to contact our office.

Sincerely,



Dori Starr  
Legal Secretary

/jh

Enclosures

A99-849

45/26  
FILED  
99 MAY 21 PM 12:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP**  
**and AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

STATE OF FLORIDA  
COUNTY OF PINELLAS

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 GREENBROOK ISLAND ESTATES, LTD.

(2) The purpose of the limited partnership generally stated, is any lawful purpose, including but not limited to holding investments in businesses, and real and personal property and acquiring, developing, holding, managing, operating and selling real estate and businesses for profit within and without the State of Florida.

(3) The principal place of business of the limited partnership is at 331 Windward Island, Clearwater, FL 33767, and the mailing address is the same.

(4) The name and address of each general partner in the limited partnership are as follows:

<u>NAME</u>	<u>PLACE OF RESIDENCE</u>
GARY HATTENBURG	331 Windward Island Clearwater, FL 33767

(5) The name and place of residence of each limited partner in the limited partnership are as follows:

PATRICIA HATTENBURG	331 Windward Island Clearwater, FL 33767
GARY HATTENBURG	331 Windward Island Clearwater, FL 33767

(6) The term for which the limited partnership is to exist is from May 31, 1999 to the close of business on April 30, 2034, and thereafter from year to year.

(7) The amount of cash and the description and agreed value of the other property contributed to the limited partnership by each partner, general and limited, are as follows:

<u>GENERAL PARTNER</u>	<u>CASH</u>	<u>PROPERTY</u>
<u>VALUE</u>		
GARY HATTENBURG	\$ 10.00	N/A

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**LIMITED PARTNER**  
**VALUE**

**CASH**

**PROPERTY**

PATRICIA HATTENBURG	\$ 500.00	None
GARY HATTENBURG	\$ 490.00	None

No additional amounts are anticipated to be contributed.

(8) The contribution of each general and limited partner is to be returned to each partner in the sole discretion of the general partner, or upon dissolution of the partnership. There is no guarantee when the capital contribution will be returned.

(9) The shares of the profits or other income shall be allocated to each partner as follows: General partner shall be allocated 25% and each limited partner shall be allocated his/her pro-rata share of total capital contributed from the balance.

(10) Upon dissolution, bankruptcy or insolvency of the general partner 50% of the limited partners shall have the right to elect a substitute general partner.

(11) Upon death, disability, bankruptcy or insolvency of any limited partner, assignee may not vote or share in distributions without the consent of the General Partner who shall have the right but not the duty to approve said assignee as a substitute limited partner.

(12) The General Partner may dissolve the partnership in its sole discretion. The Partnership may be dissolved upon the written consent or affirmative vote of Limited Partners owning more than 80% of the then outstanding Partnership interests.

(13) The name of the agent for service of process required pursuant to F.S. §620.105 is Gary Hattenburg, and the address of said agent for service of process is 331 Windward Island, Clearwater, FL 33767.

(14) The general partner has the sole discretion over distributions. No limited partner or assignee may force distributions.

(15) A Limited Partner interest may be transferred only to another partner or to the personal representative or heir of a Limited Partner. No consent of the General Partner is necessary. However, the transferee shall become a substituted limited Partner in the Partnership only upon the consent of the General Partner and the execution of an amended certificate of limited partnership. An assignee who does not become a substituted Limited Partner shall be entitled to receive the share of the profits or the return of capital to which his assignor would otherwise be entitled, but shall not be entitled to vote, to an accounting of partnership transactions, or to inspect the books and records of the Partnership.

(16) No limited partner may mortgage, pledge, encumber, or hypothecate any partnership assets.

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(17) No Limited Partner has the right to demand or to receive property other than cash in return for his contribution.

Dated at Clearwater, Florida, this 17<sup>th</sup> day of May, 1999

Mary E. Van Winkle  
MARY E. VAN WINKLE

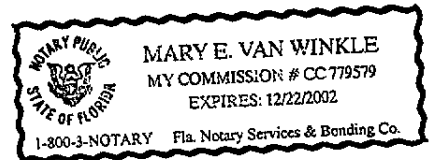
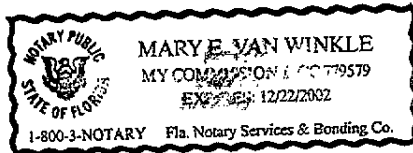
Clara J. Hendrickson  
CLARA J. HENDRICKSON

BY: Gary Hattenburg  
GARY HATTENBURG  
General Partner

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of May, 1999, by GARY HATTENBURG, who is personally known ✓ OR        who produced a driver's license as identification.

Mary E. Van Winkle  
Notary Public - State of Florida

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

GARY HATTENBURG, hereby accepts appointment as Registered Agent in the State of Florida for GREENBROOK ISLAND ESTATES, LTD., and further consents that 331 Windward Island, Clearwater, FL 33767 shall be listed with the Secretary of State of Florida as the registered office of the Limited Partnership.

Dated this 17<sup>th</sup> day of May, 1999

Gary Hattenburg  
GARY HATTENBURG

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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