

# A99000000859

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CORALEE G. PENABAD

May 20, 1999

Via FedEx

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Rosbough Enterprises Ltd.

300002882403--2  
-05/21/99--01070--002  
\*\*\*1785.00 \*\*\*1785.00

Dear Sir or Madam:

Enclosed for filing with the Secretary of State is the Certificate and Affidavit of Florida Limited Partnership of Rosbough Enterprises Ltd. Also enclosed is a check payable to Secretary of State in the amount of \$1,785.00 for payment as follows:

Filing fees	\$1,750.00
Registered Agent	<u>35.00</u>
	\$1,785.00

Please forward to us a date-stamped copy of the Certificate (a duplicate is enclosed) in the self-addressed, stamped envelope provided. If you have any questions, please do not hesitate to call.

Sincerely,

Name	
Availability	
Document Examiner	
Updater	
Verifier	
Acknowledgement	
P. Verifier	

Ana C. Harris

ACH/jr  
Enclosures

FADATA\ROSBOUGH\SECSTATE.LTR

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY 21 PM 1:23

**CERTIFICATE AND AFFIDAVIT  
OF  
FLORIDA LIMITED PARTNERSHIP  
OF  
ROUBOUGH ENTERPRISES LTD.,  
A FLORIDA LIMITED PARTNERSHIP**

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ROUBOUGH FAMILY ENTERPRISES, LLC. , a Florida limited liability corporation (the "General Partner") hereby makes, acknowledges, and files this Certificate of Limited Partnership (the "Certificate") for the Rosbough Enterprises Ltd., hereinafter referred to as the "Partnership."

1. **Name of Partnership.** The name of the Partnership is:

Rosbough Enterprises Ltd.

2. **Mailing Address and Principal Place of Business of the Limited Partnership.**

The mailing address of the Limited Partnership is: P.O. Box 3206, Immokalee, Florida 34143, and the principal place of business of the Limited Partnership is 7300 Rosbough Way, Immokalee, FL 34142.

3. **Name and Business Address of General Partner.** The name and business address

of the General Partners in the Partnership is as follows:

L99000002731  
**ROUBOUGH FAMILY ENTERPRISES, LLC**  
7300 Rosbough Way  
Immokalee, FL 34142

This instrument prepared by:  
ANA C. HARRIS, ESQUIRE  
Florida Bar No: 705403  
MISHAN, SLOTO, GREENBERG, HELLINGER & UDOLF, P.A.  
200 S. Biscayne Blvd., Suite 2350  
Miami, FL 33134  
(305) 379-1792

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4. **Effective Date.** The Partnership will become effective upon the filing of this Certificate and shall terminate and dissolve no later than December 31, 2040.

5. **Agent and Address for Service of Process.** The Agent for service of process on the Partnership shall be:

Andrew B. Hellinger, Esq.  
Mishan, Sloto, Greenberg, Hellinger, & Udolf, P.A.  
200 S. Biscayne Blvd., Suite 2350  
Miami, Florida 33131

6. **Capital Contributions.** The undersigned herewith affirms that the total amount of Capital Contributions which the Limited Partners have contributed to date or shall contribute is Seven Million and 00/100 (\$7,000,000.00) Dollars.

7. **Anticipated Additional Contributions.** No additional contributions are anticipated, other than as set forth in Paragraph 6.

IN WITNESS WHEREOF, the undersigned have hereunto affixed their signatures and swear to the foregoing as of the 12 day of May, 1999, in accordance with Florida Statutes, Section 620.108.

**GENERAL PARTNER:**

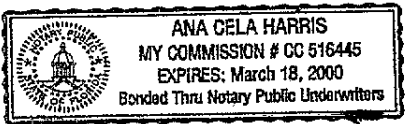
ROSBOUGH FAMILY ENTERPRISES, LLC.

By:

  
Daniel G. Rosbough, President

STATE OF FLORIDA       )  
                                      : .SS  
COUNTY OF COLLIER )

The foregoing instrument was executed in my presence by **DANIEL G. ROSBOUGH** who are ~~personally known to me~~ or who produced a \_\_\_\_\_ as identification, and who took an oath, this 11 day of May, 1999.



[Signature]  
Notary Public, State of Florida at Large

ANA C. HARRIS  
[Print Name]

My commission expires:

**ACCEPTANCE BY REGISTERED AGENT**

I hereby accept the appointment of, and designation as, Registered Agent for service of process within the State of Florida of the proposed limited partnership named in the Certificate and Affidavit of Limited Partnership hereinabove set forth and do hereby further state that I may be found as Registered Agent for service of process upon said proposed corporation at the address set forth in Paragraph 5 of this Certificate.

DATED this 12 day of May, 1999.

**REGISTERED AGENT**

By: [Signature]  
Andrew B. Hellinger, Esq.