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To:

Division of Corporations  
Fax Number : (850) 922-4003

From: Karen L. DiDea (Direct Dial No. 407/418-6462)

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.  
Account Number : 072720000036  
Phone : (407) 843-4600  
Fax Number : (407) 843-4444

ATTORNEY NO. 424  
CLIENT NO. 005763  
MATTER NO. 71806

PLEASE COMPLETE FILING OF THIS CERTIFICATE OF LIMITED PARTNERSHIP WITH AN EFFECTIVE DATE OF TODAY, OCTOBER 28, 1999, AND RETURN EVIDENCE OF THE CERTIFIED FILING TO ME.

Thanks! Karen

FLORIDA LIMITED PARTNERSHIP

H/A PARTNERS II, LTD.

Certificate of Status	0
Certified Copy	1
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CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
H/A PARTNERS II, LTD.

The undersigned, hereby makes and files with the Secretary of State of the State of Florida, this Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida.

1. NAME OF PARTNERSHIP. The name of the partnership shall be  
H/A PARTNERS II, LTD.

2. LOCATION OF PRINCIPAL PLACE OF BUSINESS. The principal place of  
business of the partnership shall be located at 777 South Harbour Island Boulevard, Suite 877,  
Tampa, Florida 33602 or at such other place or places as the General Partner shall from time to time  
determine.

3. NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS.

Gary W. Harrod  
777 South Harbour Island Boulevard, Suite 877  
Tampa, Florida 33602

4. NAME AND BUSINESS ADDRESS OF THE GENERAL PARTNER.

Harrod Development, Inc. 899-53657  
777 South Harbour Island Boulevard, Suite 877  
Tampa, Florida 33602

This document was prepared by:

Loran A. Johnson, Esq.

Florida Bar Number: 339350

Lowndes, Drosdick, Doster, Kantor & Reed, P.A.

P. O. Box 2809

Orlando, Florida 32802-2809

(407) 843-4600

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5. MAILING ADDRESS OF THE LIMITED PARTNERSHIP.

777 South Harbour Island Boulevard, Suite 877  
Tampa, Florida 33602

6. TERM. The partnership shall be dissolved on December 31, 2050, unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the partnership.

EXECUTED this 1 day of October, 1999.

GENERAL PARTNER

HARROD DEVELOPMENT, INC.,  
a Florida corporation

By: 

Gary W. Harrod, President

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AFFIDAVIT OF LIMITED PARTNERS' CONTRIBUTIONS

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.108, the undersigned certifies that the capital contributions of the Limited Partners of ~~H/A Partners II LTD~~ <sup>HP STAR I, LTD.</sup> is \$2,970.00. No additional capital contributions by the Limited Partners are required.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and the facts stated herein are true and correct.

EXECUTED this 1 day of October, 1999.

GENERAL PARTNER

HARROD DEVELOPMENT, INC.,  
a Florida corporation

  
\_\_\_\_\_  
Gary W. Harrod, PresidentACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, Gary W. Harrod, accepts his designation as Registered Agent for HP STAR I, LTD. and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.

EXECUTED this 1 day of October, 1999.

  
\_\_\_\_\_  
Gary W. Harrod  
Registered Agent