

30500000446

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

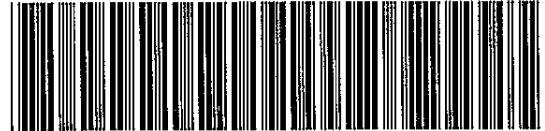
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Special Instructions to Filing Officer:

*[Handwritten signature]*

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300060526143

10/17/05--01016--023 \*\*1496.25

FILED  
05 OCT 18 PM 5:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
05 OCT 17 PM 12:53  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY\*

ACCOUNT NO. : 072100000032

REFERENCE : 654756 4311473

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 17, 2005

ORDER TIME : 11:17 AM

ORDER NO. : 654756-015

CUSTOMER NO: 4311473

FILED  
OCT 18 PM 5:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: MUSEUM TOWERS, L.P.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX\_\_\_\_\_ CERTIFIED COPY

XX\_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper -- EXT#

EXAMINER: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

October 18, 2005

DEBBIE SKIPPER  
CSC  
TALLAHASSEE, FL

SUBJECT: MUSEUM TOWERS, LP  
Ref. Number: W05000047557

05 OCT 18 PM 5:05  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for MUSEUM TOWERS, LP and your check(s) totaling \$1496.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$1,496.25 payment.

Florida limited partnerships cannot use the suffix "LP". Please use LTD., LIMITED, or LIMITED PARTNERSHIP.

Also, before this limited partnership can be filed, its corporate general partner must be filed.

As there is presently a limited liability company using the name "GIBRALTAL DEVELOPMENTS, L.L.C.", your corporate general partner may not be able to use the name "GIBRALTAR DEVELOPMENT CORPORATION."

Please follow the instructions of the Florida Corporation section on this matter, and please make any necessary revisions in your limited partnership documents.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr  
Document Specialist

Letter Number: 305A00063267



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

October 20, 2005

DEBBIE SKIPPER  
CSC  
TALLAHASSEE, FL

SUBJECT: MUSEUM TOWERS, LP  
Ref. Number: W05000047557

*Resubmit*

*Please use file date  
of first rejection 10/18*

FILED  
05 OCT 18 PM 5:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for MUSEUM TOWERS, LP and your check(s) totaling \$1496.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we are still retaining your \$1,496.25 payment.

I mistakenly believed this to be a Florida limited partnership.

As it is a Delaware limited partnership, it may use its "LP" suffix in Florida. It will not have to use the "LTD." suffix.

But the problem is that the language used in the Affidavit of Capital Contributions is wrong.

Only Florida limited partnerships state their initial and total anticipated limited partner contribution amounts.

Foreign limited partnerships must state their total limited partner contribution amount and then the amount anticipated to be allocated for transacting business in Florida.

I am attaching a Foreign Limited Partnership Affidavit form, which you may use as a guide to revising your affidavit.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr  
Document Specialist

Letter Number: 305A00063858

RECEIVED  
05 OCT 21 AM 8:48  
TALLAHASSEE, FLORIDA

**APPLICATION BY  
MUSEUM TOWERS, LP  
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

**FILED**  
05 OCT 18 PM 5:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name of the limited partnership is Museum Towers, LP (the "Partnership")

The Partnership was formed under the jurisdiction of the State of Delaware on August 23, 2005.

The name and address of the registered agent for service of process are Michael J. Scarfia, Jr., 1079 Cephas Drive, Clearwater, Florida 33765.

The address of the principal office of the Partnership is 1079 Cephas Drive, Clearwater, Florida 33765.

*FO5000006978*  
The name and address of the sole General Partner of the Partnership are Gibraltar Development Corporation, 1079 Cephas Drive, Clearwater, Florida 33765.

The names, addresses and contributions of the limited partners of the Partnership are kept at the Partnership's principal office 1079 Cephas Drive, Clearwater, Florida 33765. The Partnership will undertake to keep the records listing the addresses and capital contributions of the limited partners until the Partnership's registration in Florida is cancelled or withdrawn.

The mailing address of the Partnership is 1079 Cephas Drive, Clearwater, Florida 33765.

Under penalties of perjury I, being duly sworn, declare that I have read the forgoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 11 day of October, 2005.

GIBRALTAR DEVELOPMENT CORPORATION,  
its sole General Partner

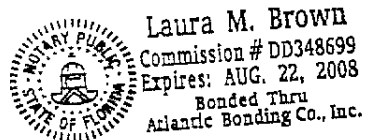
By: [Signature]  
Name: MICHAEL J. SCARFIA JR  
Title: VICE PRESIDENT

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 11th day of October, 2005, by Michael J. Scarfia, Jr., as Vice President of Gibraltar Development Corporation, a Delaware corporation, as sole General Partner of Museum Tower, LP, a Delaware limited partnership, who is personally known to me or who has produced a driver's license as identification and who did (did not) take an oath.

[Signature: Laura M. Brown]

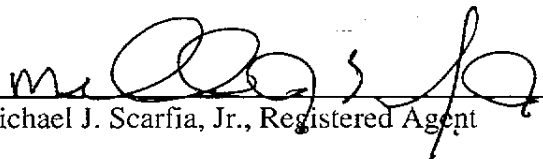
Print of Stamp Name:  
Notary Public, State of Florida at Large  
Commission No.:  
My Commission Expires:



**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

Michael J. Scarfia, Jr., hereby accepts his appointment as registered agent for Museum Tower, LP, a Delaware limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 620.105.

Dated: October 11, 2005

  
\_\_\_\_\_  
Michael J. Scarfia, Jr., Registered Agent

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF PINELLAS    )

BEFORE ME, the undersigned authority, personally appeared Michael J. Scarfia, Jr., as Vice President of Gibraltar Development Corporation, a Delaware corporation, as sole General Partner of Museum Tower, LP, a Delaware limited partnership (the "Partnership"), who states as follows:

1. The amount of capital contributions of the limited partners is 200,000
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is 200,000

GIBRALTAR DEVELOPMENT  
CORPORATION, its sole General Partner

By: Michael J. Scarfia, Jr.  
Michael J. Scarfia, JR. Vice President

The foregoing instrument was acknowledged before me this 11 day of October, 2005, by Michael J. Scarfia, Jr., as Vice President of Gibraltar Development Corporation, a Delaware corporation, as sole General Partner of Museum Tower, LP, a Delaware limited partnership, who is personally known to me or who has produced a driver's license as identification and who did (did not) take an oath.

Laura M. Brown  
Print or Stamp Name:  
Notary Public, State of Florida at Large  
Commission No.:  
My Commission Expires:

IAW-COLJB\MUSEUM.doc



Laura M. BROWN  
Commission # DD348699  
Expires: AUG. 22, 2008  
Bonded Thru  
Atlantic Bonding Co., Inc.