

0007302.0180  
7/19/00

**SUTTON PLACE LIMITED PARTNERSHIP  
CERTIFICATE OF LIMITED PARTNERSHIP**

RECEIVED  
MAY 30 '00  
S.D. SEC. OF STATE  
271122

SECRETARY OF STATE undersigned general partners for the purpose of forming a limited partnership under the South Dakota Uniform Limited Partnership Act, hereby certify as follows:

1. **Name.** The name of the limited partnership is Sutton Place Limited Partnership, a South Dakota limited partnership.
2. **Office.** The address of the office of the limited partnership at which the official records of the limited partnership shall be kept is 320 North Main Avenue, Sioux Falls, South Dakota 57104. The limited partnership may maintain offices at such other places as the general partner deems necessary.
3. **Agent.** The name and address of the agent for service of process for the limited partnership is Thomas Costello III, 320 North Main Avenue, Sioux Falls, South Dakota 57104.
4. **General Partners.** The name and business address of the general partner of the limited partnership is:

<u>Name</u>	<u>Address</u>
Costello Investments, L.L.C.	320 North Main Avenue Sioux Falls, SD 57104

5. **Dissolution.** The latest date upon which the limited partnership is to dissolve is December 31, 2049.
6. **Continuation of Limited Partnership Upon Dissolution of General Partner.** Upon dissolution or adjudication of bankruptcy of the sole remaining general partner, the limited partnership shall be dissolved unless the limited partners owning a majority of the outstanding partnership interests consent within a period of three months

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from the date of such event to the admission of a successor general partner, and the successor elects to continue the business of the limited partnership.

Dated this 24<sup>th</sup> day of May, 2000.

GENERAL PARTNER:

COSTELLO INVESTMENTS, L.L.C.

By   
Thomas Costello III  
Its Manager

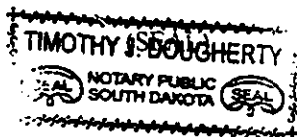
STATE OF SOUTH DAKOTA)

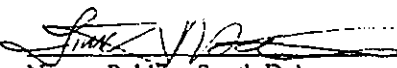
:SS

COUNTY OF MINNEHAHA )

On this 24 day of May, 2000, before me, the undersigned officer, personally appeared Thomas Costello III, who acknowledged himself to be the Manager of Costello Investments L.L.C., a limited liability company, and that he, as such Manager, being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself as Manager.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



  
Notary Public - South Dakota  
My commission expires: Oct 19 2003



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Receipt Number: 986118  
File Number DP001182

CERT LTD PRT

For

SUTTON PLACE LIMITED PARTNERSHIP

Filed at the request of:

DOUGHERTY & DOUGHERTY  
TIMOTHY J DOUGHERTY  
BOX 1004  
SIOUX FALLS SD 57101

*State of South Dakota*  
*Office of the Secretary of State*

Filed in the office of the Secretary of State on: Tuesday, May 30, 2000

  
Secretary of State

Fee Received: \$90