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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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From: Account Name : ROGERS, BOWERS, DEMPSEY AND PALADINO
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TALLAHASSEE, FLORIDA

FLORIDA LIMITED PARTNERSHIP

REWALD PFEIFER FAMILY LIMITED PARTNERSHIP

Name Availability	
Document Examiner	DCC
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TC
\$250,000.00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 1, 2002

ROGERS, BOWERS, DEMPSEY AND PALADINO

SUBJECT: EWALD FREIFER FAMILY LIMITED PARTNERSHIP
REF: W02000019023

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 620.108, Florida Statutes, requires that limited partnership certificates include the mailing address in addition to the principal place of business address. Please correct your document accordingly. If the mailing address and principal place of business are one and the same, please be sure this is clearly reflected in your document.

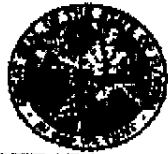
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If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: W02000159070
Letter Number: 102A00041491

Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 1, 2002

ROGERS, BOWERS, DEMPSEY AND PALADINO

SUBJECT: EWALD PFEIFER FAMILY LIMITED PARTNERSHIP
REF: W02000019023

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to return the entire document. We received the page starting with Article III.

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) 245-6913.

Diana Cushing
Corporate Specialist

FAX Aud. #: H02000159070
Letter Number: 002A00041669

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DIVISION OF CORPORATION

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF THE
EWALD PFEIFER FAMILY LIMITED PARTNERSHIP**

ARTICLE I - NAME

The name of the limited partnership is the "EWALD PFEIFER FAMILY LIMITED PARTNERSHIP." The address of the partnership (including the mailing address) is c/o Christopher J. Dembek, Harris Trust/Bank of Montreal, 777 South Flagler Drive, #140-E, West Palm Beach, Florida 33401.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE II - REGISTERED AGENT

The name and Florida street address of the initial registered agent of the limited partnership is:

Richard Paladino, Esquire
Rogers, Bowers, Dempsey and Paladino, P.A.
505 South Flagler Drive, Suite 1330
West Palm Beach, Florida 33401

Written acceptance of the Registered Agent is attached at the end of this Certificate.

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ARTICLE III - GENERAL PARTNER

The name and address of the general partner of the limited partnership is:

Ewald Park Place, Inc.
c/o Christopher J. Dambak
Harris Trust/Bank of Montreal
777 South Flagler Drive, #140-E
West Palm Beach, Florida 33401

8E917-1002

ARTICLE IV - DATE OF DISSOLUTION

The latest date upon which the limited partnership is to dissolve is December 31, 2065.

IN WITNESS WHEREOF, this Certificate of Limited Partnership of the EWALD PFEIFER FAMILY LIMITED PARTNERSHIP was executed this 27 day of June, 2002, by the undersigned general partner of the limited partnership. By such execution, the general partner whose signature is set forth below hereby affirms, under penalties of perjury, that the facts stated herein are true to the best of its knowledge and belief.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EWALD PARK PLACE, INC.,
a Florida corporation

By: 
Theodore E. Loud, Director

By: _____
Brewster M. Loud, Director

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ARTICLE III - GENERAL PARTNER

The name and address of the general partner of the limited partnership is:

Ewald Park Place, Inc.
c/o Christopher J. Dembek
Harris Trust/Bank of Montreal
777 South Flagler Drive, #140-F
West Palm Beach, Florida 33401

ARTICLE IV - DATE OF DISSOLUTION

The latest date upon which the limited partnership is to dissolve is December 31, 2065.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, this Certificate of Limited Partnership of the EWALD PFEIFER FAMILY LIMITED PARTNERSHIP was executed this 27 day of June, 2002, by the undersigned general partner of the limited partnership. By such execution, the general partner whose signature is set forth below hereby affirms, under penalties of perjury, that the facts stated herein are true to the best of its knowledge and belief.

EWALD PARK PLACE, INC.,
a Florida corporation

By: _____
Theodore E. Loud, Director

By:  _____
Brewster M. Loud, Director

H02000159070 0

STATE OF CALIFORNIA

COUNTY OF Orange

The foregoing instrument was acknowledged before me this 21 day of June, 2002, by THEODORE E. LOUD, who is a Director of EWALD PARK PLACE, INC., a Florida corporation, the General Partner of the EWALD PFEIFER FAMILY LIMITED PARTNERSHIP, and who is either personally known to me or who has produced his drivers license as identification.

Willie Lipton
Notary Public, State of California

My Commission Expires:
March 11, 2004



FILED
02 JUL - 1 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF CALIFORNIA

COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of June, 2002, by BREWSTER M. LOUD, who is a Director of EWALD PARK PLACE, INC., a Florida corporation, the General Partner of the EWALD PFEIFER FAMILY LIMITED PARTNERSHIP, and who is either personally known to me or who has produced his drivers license as identification.

Notary Public, State of California

My Commission Expires:

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STATE OF CALIFORNIA

COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of June, 2002, by THEODORE E. LOUD, who is a Director of EWALD PARK PLACE, INC., a Florida corporation, the General Partner of the EWALD PFEIFER FAMILY LIMITED PARTNERSHIP, and who is either personally known to me or who has produced his drivers license as identification.

Notary Public, State of California

My Commission Expires:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUL - 1 PM 5:00

FILED

STATE OF CALIFORNIA

COUNTY OF VENTURA

The foregoing instrument was acknowledged before me this 27 day of June, 2002, by BREWSTER M. LOUD, who is a Director of EWALD PARK PLACE, INC., a Florida corporation, the General Partner of the EWALD PFEIFER FAMILY LIMITED PARTNERSHIP, and who is either personally known to me or who has produced his drivers license as identification.



[Signature]
Notary Public, State of California

My Commission Expires: 4/16/2006

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
EWALD PFELFER FAMILY LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of the Ewald Pfelfer Family Limited Partnership, a Florida Limited Partnership, certify:

The amount of capital contribution to date of the limited partners is \$99.00.

The total amount contributed and anticipated to be contributed by the limited partners totals over \$250,000.

Signed this 27th day of June, 2002.

FURTHER AFFIANT SAYETH NOT.

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

By: Ewald Park Place, Inc.
General Partner


By: Theodore E. Loud, Director

By: Brewster M. Loud, Director

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EWALD PFEIFER FAMILY LIMITED PARTNERSHIP**

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The total amount contributed and anticipated to be contributed by the limited partners totals over \$250,000.

Signed this 27 day of June, 2002.

FURTHER AFFIANT SAYETH NOT.

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

By: Ewald Park Place, Inc.
General Partner

By: Theodore E. Loud, Director


By: Brewster M. Loud, Director

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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