A02000001353

FILINGS, INC. TERESA ROMAN
(Requestor's Name)
2805 LITTLE DEAL ROAD
(Address)
TALLAHASSEE, FLORIDA 32308 385-6735
(City, State, Zip) (Phone #)

OFFICE USE ONLY

600008264166--7
-10/08/02--01040--016
*****96.25 *****96.25

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MAXWELL HOLDINGS, LTD (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #) ~~L02~~ 29106

[X] Walk in [X] Pick up time 2:00 [ ] Certified Copy

[ ] Mail out [ ] Will wait [ ] Photocopy [X] Certificate of Status

	NEW FILINGS
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

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TALLAHASSEE FLORIDA

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02 OCT -8 AM 11:13

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
	Foreign
X	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials 10-10-02

CR2E031(10/92)

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

October 8, 2002

FILINGS INC.
2805 LITTLE DEAL ROAD
TALLAHASSEE, FL 32308

SUBJECT: MAXWELL HOLDINGS, LTD.
Ref. Number: W02000029106

We have received your document for MAXWELL HOLDINGS, LTD. and your check(s) totaling $96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is <u>not</u> <u>acceptable</u>.

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) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 302A00056378

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CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to Florida Statutes §620.108, the undersigned Partners hereby make, acknowledge, and file this Certificate of Limited Partnership for Maxwell Holdings, Ltd. hereinafter referred to as the Partnership.

1. The name of the Partnership is MAXWELL REAL ESTATE HOLDINGS, LTD.

2. The initial purpose of the Partnership shall be to own, hold, build upon, maintain, sell, lease, exchange or otherwise conduct business with respect to real property located generally within Florida and other jurisdictions where the Partnership is registered to conduct business, and/or personal property of any kind, and to purchase, sell, own, acquire an interest in property of any kind and description, whether real or personal property located within or without the State of Florida; dispose of, mortgage, refinance or otherwise encumber all or any part of the aforedescribed property; and to conduct such other activities as may be necessary or incidental to the foregoing, all on the terms and conditions herein set forth; or otherwise conduct business with respect thereto and to do all things reasonably incident thereto. Without limiting the foregoing, the Partnership may acquire the ownership of or other interest in the stock of corporations, general or limited partnership interests or other business entity interests, may do any act or accomplish any business or investment purpose as determined by the General Partner, without any limitation or restriction whatsoever, and may alter or amend the purpose of the Partnership consistent with the provisions of the Florida Revised Uniform Limited Partnership Act (1986).

3. The mailing address and principal place of business of the Partnership shall be located at 2310 NW 55th Court, Bay 128, Fort Lauderdale, FL 33309 or at such other place or places as the General Partner may from time to time determine.

4. The name and business address of the General Partners are:

GENERAL PARTNERS:

Marta E. Maxwell
2310 NW 55th Court, Bay 128
Fort Lauderdale, FL 33309

H. George Maxwell
2310 NW 55th Court, Bay 128
Fort Lauderdale, FL 33309

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TALLAHASSEE, FLORIDA

5. The Partnership and the limitation of liability of the Limited Partners shall commence upon filing of this Certificate and shall continue for an initial fifty (50) year term thereafter unless sooner terminated in accordance with the Agreement of Limited Partnership.

6. The Limited Partners have contributed the property listed on Schedule "A" to the capital of the Partnership.

7. The Limited Partners have no responsibility or liability for additional contributions to the capital of the Partnership unless the Agreement of Limited Partnership provides otherwise.

8. The contribution of each partner is to be returned upon termination of the Partnership or in accordance with the Agreement of Limited Partnership.

9. Net profits and losses of the Partnership for any year shall be allocated to Partners in accordance with the Agreement of Limited Partnership.

10. A Limited Partner can substitute an assignee as a Limited Partner in his place only in accordance with the Agreement of Limited Partnership.

11. No right is given to any Partner to admit additional Limited Partners except with the consent of the General Partner and in accordance with the Partnership Agreement.

12. The Limited Partners have a priority upon dissolution of the Partnership, liquidation of Partnership assets and application of any resultant funds in accordance with the Agreement of Limited Partnership.

13. The initial Registered Agent to accept service of process on the Partnership is Mark J. Nowicki, Esquire, 14155 U. S. Highway One, Suite 210, Juno Beach, Florida 33408.

IN WITNESS WHEREOF, the General Partner does hereby set its hand and seal on this 1st day of October, 2002.

Maxwell Real Estate Holdings, LTD.

By: [signature]
Marta E. Maxwell,
General Partner

By: [signature]
H. George ~~Maxwell,~~
General Partner

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served on Behalf of Maxwell Holdings, Ltd.

The following is submitted, in compliance with Chapter 620.105, Florida Statutes:

Maxwell Real Estate Holdings, Ltd., a Limited Partnership organized under the laws of the State of Florida, with its principal office at 2310 NW 55th Court, Bay 128, Fort Lauderdale, FL 33309, has named Mark J. Nowicki, 14155 U.S. Highway One, Suite 210, Juno Beach, Florida 33408 its agent to accept service of process within this State.

ACCEPTANCE:

I agree to act as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said partnership authorized to accept service of process at the Florida designated address) in some conspicuous place in office as required by law.

Mark J. Nowicki
Registered Agent

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TALLAHASSEE, FLORIDA

AFFIDAVIT DECLARING AMOUNT OF CAPITAL
CONTRIBUTIONS BY LIMITED PARTNERS TO LIMITED PARTNERSHIP
PURSUANT TO F.S. §620.108

The amount of capital contributions of the Limited Partners is as follows:

Partner	Agreed Value of Capital Contribution
Limited Partners:	$400
Total Initial Capital Contribution*	$400

Maxwell Real Estate Holdings, Ltd.

By:____________________
Marta E. Maxwell,
General Partner, by Mark Nowicki,
Authorized Agent

By:____________________
H. George Maxwell,
General Partner, by Mark Nowicki,
Authorized Agent

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*The anticipated amount of Additional Capital Contributions is $0.

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