

A95000001153

KELLY, PRICE, PASSIDOMO, SIKET,

HEUERMAN & ROSS
CHARTERED

ATTORNEYS AT LAW

GREY OAKS BUILDING
IN POINCIANA PROFESSIONAL PARK

2640 GOLDEN GATE PARKWAY
SUITE 315

P.O. BOX 8117

NAPLES, FLORIDA 33941-8117

TELEPHONE
(941) 261-3453

TELECOPIER
(941) 261-5711

- PAUL K. HEUERMAN***
 - JOANNE G. BELJINA**
MASTER OF LAWS IN ESTATE PLANNING
 - CHARLEEN M. KELLY, JR.**
BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED WILLS,
TRUSTS AND ESTATES LAWYER
MASTER OF LAWS IN ESTATE PLANNING
 - KATHLEEN C. PASSIDOMO**
BOARD CERTIFIED REAL ESTATE LAWYER
 - R. SCOTT PRICE**
 - DONALD K. ROSS, JR.**
MASTER OF LAWS IN TAXATION
 - ANDREW G. SIKET†**
- * ALSO ADMITTED IN OHIO
† ALSO ADMITTED IN MAINE

July 25, 1995

300001549173
-07/31/95--01025--002
***1837.50 ***1837.50

**Via Certified Mail/Return Receipt Requested:
Z 186 221 136**

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Bisanz Family Limited Partnership

Dear Sir:

Enclosed please find our check totalling \$1,837.50 for filing the Certificate of Limited Partnership, Designation of Registered Agent and Affidavit of Capital Contributions for the above-referenced limited partnership. The check includes a \$52.50 fee for a certified copy to be returned to this office.

Should you have any questions, please do not hesitate to contact me.

Sincerely yours,
Charles M. Kelly, Jr.

Charles M. Kelly, Jr.

CMK/vbd
Enclosures

l:partnership11.03

7-31-95aw
CC

FILED
1995 JUL 28 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
BISANZ FAMILY LIMITED PARTNERSHIP**

A95000001153

This Certificate of Limited Partnership evidences the creation of a Limited Partnership under the Revised Uniform Limited Partnership Act of the State of Florida pursuant to a written Agreement of all Partners executed of even date herewith (Called "Limited Partnership Agreement"). The creation of the Limited Partnership is subject only to the filing of this Certificate of Limited Partnership with the Florida Secretary of State and the acceptance thereof by the Secretary of State. This Certificate of Limited Partnership is signed by the duly designated General Partner of the Partnership and contains each statement required by § 620.108 of the Florida Revised Uniform Limited Partnership Act.

FILED
1995 JUL 28 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE 1
NAME OF THE LIMITED PARTNERSHIP**

The name of the Limited Partnership is **BISANZ FAMILY LIMITED PARTNERSHIP**.

**ARTICLE 2
REGISTERED OFFICE AND AGENT**

The address of the registered office and the name and address of the registered agent for service of process is:

Agent: Charles M. Kelly, Jr.	Street: P.O. Box 8117, 2640 Golden Gate Parkway, Suite 315 City: Naples, Florida 33941-8117
------------------------------	---

The registered agent is an individual who is a resident of Naples, Collier County Florida and whose business office is the same as the Partnership's registered office.

**ARTICLE 3
PRINCIPAL OFFICE**

The mailing address of the principal office in the United States where the records of the Partnership are to be maintained is:

c/o: Leonard W. Bisanz	Street: 715 Willowwood Lane City: Naples, Florida 33963
------------------------	--

The records maintained and to be maintained at this office are those prescribed by § 620.106 of the Florida Revised Uniform Limited Partnership Act.

**ARTICLE 4
NAME, ADDRESS OF THE GENERAL PARTNER(S)**

The names, the mailing addresses, and the street addresses of the business of the General Partners are:

LEONARD W. BISANZ	Street: 715 Willowwood Lane City: Naples, Florida 33963
-------------------	--

HELEN C. BISANZ	Street: 715 Willowwood Lane City: Naples, Florida 33963
-----------------	--

FILED
1985 JUL 28 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE 5
NATURE OF BUSINESS PERMITTED**

The Partnership is formed to engage in any lawful business, subject only to the requirements of §620.107 of the Florida Revised Uniform Limited Partnership Act. If the Limited Partnership qualifies to transact business other than in the State of Florida, the Partnership may transact any and all lawful business permitted for a Limited Partnership by the laws of that jurisdiction.

**ARTICLE 6
TERM OF THE LIMITED PARTNERSHIP**

The term of this Partnership is for a period of years that begins as of the date of this instrument and which ends on December 31 of the year following the expiration of fifty (50) years from the date hereof. The Partnership may be terminated and dissolved at any time by vote of at least fifty-one (51%) percent in interest of the Limited Partners to terminate and dissolve. The consent to dissolution shall not be required of the General Partner as to his or her or its interest as a General Partner. The Partnership also will terminate at any time it does not have at least one Limited Partner.

**ARTICLE 7
SUCCESSOR TO GENERAL PARTNER**

The Limited Partnership Agreement provides: "If a General Partner, serving alone, ceases to serve for any reason, and if the Limited Partners have not elected a new General Partner within ninety (90) days from the effective date of withdrawal of a General Partner, it is agreed that, without amendment to these Articles, the following persons will serve as the General Partner (called "Successor General Partner")."

THOMAS LEONARD BISANZ	Street: 704 Bobwhite Lane City: Naples, Florida 33963
-----------------------	--

The designated Successor General Partner will not have the duties nor the liability of a General Partner until such time as the successor actually assumes the position of a General Partner. A General Partner who ceases to be a General Partner will not be personally liable for the debts and obligations of the Partnership incurred following the termination of his or her or its service as a General Partner. The Successor General Partner will have the right and authority to execute an amendment to the Certificate of Limited Partnership in the event the General Partner, who has ceased to serve, is unable - by reason of death, disability, - absence, or refusal, to execute the Certificate as Attorney-in-Fact for the withdrawing General Partner.

**ARTICLE 8
GENERAL PARTNER'S AUTHORITY TO
EXECUTE ANY AMENDMENT TO THIS CERTIFICATE OF LIMITED PARTNERSHIP**

Each Limited Partner, or Subscriber of a Limited Partnership interest, has constituted and appointed the General Partner(s), with power of substitution, as his, her or its attorney-in-fact and personal representative to sign, execute, certify, acknowledge, file and record the Certificate of Limited Partnership, and to sign, execute, certify, acknowledge and record all appropriate instruments amending the Agreement and the Certificate of Limited Partnership on behalf of the Limited Partner. In particular, the General Partner as attorney-in-fact may sign, acknowledge, certify, file and record on the behalf of each Limited Partner such instruments, agreements, and documents that:

1. reflect the exercise by the General Partner of any of the powers granted to him under this Certificate;

2. reflect any amendments made to the Agreement or this Certificate;
3. reflect the admission or withdrawal of a General or Limited Partner; and
4. may otherwise be required of the Partnership or a Partner by Florida law, federal law, or the law of any other jurisdiction.

The power of attorney given by each Limited Partner is a durable power and will survive the disability or incapacity of the principal.

**ARTICLE 9
AUTHORITY OF ANOTHER TO EXECUTE
ANY AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP**

The Agreement of Limited Partnership of BISANZ FAMILY LIMITED PARTNERSHIP provides: "In the event a General Partner is unwilling or unable to sign a required amendment to the Certificate of Limited Partnership as evidence of the withdrawal, substitution or addition of a Limited Partner, the amended certificate may be signed by:

1. the remaining General Partner or Partners, if more than one General Partner is then serving, and by any successor elected by the Limited Partners or as otherwise designated by the Partnership Agreement; or,
2. if but one General Partner was serving, and who ceases to serve for any reason, by the new General Partner or Partners, as substitute or successor, and at least seventy-five (75%) percent in interest of the Limited Partners.

Each General Partner serving or to serve in the capacity of a General Partner does hereby appoint his, her or its successor, (or if there is more than one General Partner serving at the time a General Partner shall refuse or be unable to act, the remaining General Partner or Partners) as his, her or its attorney in fact, to sign the amended certificate on his, her or its behalf.

**ARTICLE 10
LIMITATION UPON THE SALE
OR OTHER TRANSFER OF A PARTNERSHIP INTEREST**

The Limited Partnership Agreement prohibit a sale or other transfer of a partnership interest without the consent of at least seventy-five (75%) percent in interest of the Limited Partners. The following disclosures are and have been made in the Limited Partnership Agreement and the individual subscription contracts of the Limited Partners.

THE UNITS OR PERCENTAGES OF OWNERSHIP OF BISANZ FAMILY LIMITED PARTNERSHIP HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE. THE UNITS OR PERCENTAGES OF OWNERSHIP ARE OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENT OF THE SECURITIES ACT AND SUCH LAWS, AND PARTICULARLY REGULATION D (enacted by the Securities and Exchange Commission effective April 15, 1982 pertaining to certain offers and sales of Securities without registration under the Securities Act of 1933).

THE PARTNERSHIP WILL NOT BE SUBJECT TO THE REPORTING REQUIREMENTS OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AND WILL NOT FILE REPORTS, PROXY STATEMENTS AND OTHER INFORMATION WITH THE SECURITIES AND EXCHANGE COMMISSION. THE LIMITED PARTNERSHIP INTERESTS OF BISANZ FAMILY LIMITED PARTNERSHIP HAVE NOT

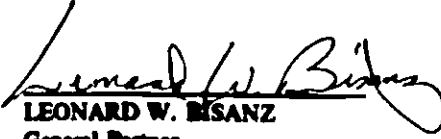
FILED
855 JUL 28 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AND WILL NOT BE REGISTERED OR QUALIFIED UNDER FEDERAL OR STATE SECURITIES LAWS. THE LIMITED PARTNERSHIP INTEREST OF BISANZ FAMILY LIMITED PARTNERSHIP MAY NOT BE OFFERED FOR SALE, SOLD, FLEDGED, OR OTHERWISE TRANSFERRED UNLESS SO REGISTERED OR QUALIFIED, OR UNLESS AN EXEMPTION FROM REGISTRATION OR QUALIFICATION EXISTS. THE AVAILABILITY OF ANY EXEMPTION FROM REGISTRATION OR QUALIFICATION MUST BE ESTABLISHED BY AN OPINION OF COUNSEL FOR THE OWNER THEREOF, WHICH OPINION AND COUNSEL MUST BE REASONABLY SATISFACTORY TO BISANZ FAMILY LIMITED PARTNERSHIP.

ARTICLE 11
AUTHORITY TO EXECUTE AND FILE THIS CERTIFICATE

The General Partner(s) acknowledge(s) and state(s) that they/he/she is authorized to execute and file this Certificate for and on behalf of the BISANZ FAMILY LIMITED PARTNERSHIP.

EXECUTED IN DUPLICATE ORIGINAL this 4 day of May, 1995.


LEONARD W. BISANZ
General Partner


HELEN C. BISANZ
General Partner

FILED
1995 JUL 28 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

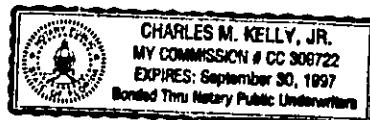
STATE OF FLORIDA)
COUNTY OF COLLIER)

BEFORE ME, the undersigned authority, on this day personally appeared LEONARD W. BISANZ, known to me to be the person whose name is subscribed to the foregoing instrument or who produced a drivers license as identification and has acknowledged to me that he executed the same for the purposes and considerations therein expressed and as the authorized representative of BISANZ FAMILY LIMITED PARTNERSHIP.

GIVEN UNDER MY HAND and seal of office, this 4 day of May, 1995.


Notary Public

My Commission Expires:



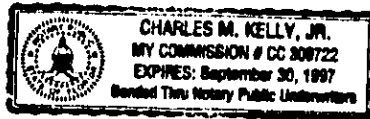
STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, the undersigned authority, on this day personally appeared HELEN C. BISANZ, known to me to be the person whose name is subscribed to the foregoing instrument or who produced a drivers license as identification and has acknowledged to me that she executed the same for the purposes and considerations therein expressed and as the authorized representative of BISANZ FAMILY LIMITED PARTNERSHIP.

GIVEN UNDER MY HAND and seal of office, this 4 day of May, 1995.


Notary Public

My Commission Expires:



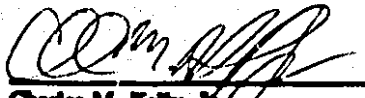
FILED
1995 JUN 28 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **BEANZ FAMILY Limited Partnership**, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership agree to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent, including Florida Stat. § 620.192.

Dated this 4 day of May, 1995.

REGISTERED AGENT



Charles M. Kelly, Jr.

FILED
995 JUN 28 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the general partners of

BISANZ FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 1,000,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 1,000,000.00.

FURTHER AFFIANT SAYETH NOT.

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



LEONARD W. BISANZ
General Partner



HELEN C. BISANZ
General Partner

FILED
1995 JUL 28 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Matham
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 FEB -9 AM 9:16

SECRETARY OF STATE
TALLAHASSEE FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

1a. DOCUMENT #
A95000001153

BISANZ FAMILY LIMITED PARTNERSHIP

2. New Mailing Address, if Applicable

Suite, Apt #, etc

City, State & Zip

2a. New Principal Officer

000001713490
02/13/96--01089--011

Suite, Apt #, etc

****576.25 ****576.25

Mailing Address

C/O LEONARD W. BISANZ
715 WILLOWOOD LANE
NAPLES FL 33953

Principal Office Address

C/O LEONARD W. BISANZ
715 WILLOWOOD LANE
NAPLES FL 33953

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in
FLORIDA
07/20/1985

3a. Date of Last Report

4. State or Country of Formation
FL

City, State & Zip

5a. Capital Contributions as Shown
on Record
\$1,000,000.00

5b. Amount of Capital Contributions in
FLORIDA to date
\$1,000,000

6. FEI Number
65-0600056

Applied For

7. CERTIFICATE OF STATUS REQUIRED

Not Applicable

8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50
2.) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)

THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)

Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent

10. If changed, new Registered Agent/Office

**KELLY, CHARLES W JR.
2040 GOLDEN GATE PKWY.
STE. 315
NAPLES FL 33941-0117**

Name:

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt #, etc

City

Zip Code

FL

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

11b. City, State & Zip Code

11c. Registration/
Document Number

**BISANZ, LEONARD W
BISANZ, HELEN C**

**715 WILLOWOOD LANE
715 WILLOWOOD LANE**

**NAPLES FL 33953
NAPLES FL 33953**

AR - \$437.50
SF - \$138.75

2/12/96

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

Leonard W. Bisanz

DATE

12-13-95

Typed or Printed Name of General Partner Signing Form

LEONARD W. BISANZ

Telephone Number

(941) 598-9258

CR2E003 (6/95)