

~~File 2nd~~  
**A97000002770**

**FILING COVER SHEET**

787  
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2625

REFERENCE: 0171.1235

DATE: 12-18-97

CONTACT: CINDY HICKS

FROM: CORPORATE & CRIMINAL RESEARCH SERVICES  
103 N. MERIDIAN STREET  
TALLAHASSEE, FL 32301

TELEPHONE: 222-1173

SUBJECT: F. Carlyle Platt Family Limited Partnership

**FILED**  
 97 DEC 18 PM 4:29  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK # 2925 FOR \$ 1,785.00

**CORP & CRIM**

900002377109--1  
-12/19/97--01001--021  
\*\*\*1785.00 \*\*\*1785.00

PLEASE FILE:

- ARTICLES OF INC.
- AMENDMENT
- DISSOLUTION
- ANNUAL REPORT
- QUALIFICATION
- LIMITED PARTNERSHIP
- ANNUAL REPORT
- FICTITIOUS NAME
- LIMITED LIABILITY
- REINSTATEMENT
- UCC-1
- UCC-3

AK 12/18/97

PROVIDE US WITH:

- CERTIFIED COPY
- CERTIFICATE OF STATUS
- STAMPED COPY

Examiner's Initials

LP-1785

**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**F. CARLYLE PLATT FAMILY LIMITED PARTNERSHIP**

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TALLAHASSEE FLORIDA

The undersigned General Partner, desiring to form a limited partnership (the "Partnership") pursuant to the Florida Revised Uniform Limited Partnership Act (1986), Sections 620.101 through 620.192 of the Florida Statutes, as amended, and pursuant to Section 620.8902, Florida Statutes, as amended, hereby states the following:

1. The name of the Partnership is the "F. Carlyle Platt Family Limited Partnership."
2. (a) The Partnership was converted from a Florida general partnership to a limited partnership pursuant to Section 620.8902, Florida Statutes, as amended.  
(b) The former name of the Partnership was the "F. Carlyle Platt Family Partnership."  
(c) All of the Partners of the Partnership voted for and approved the conversion of the Partnership from a Florida general partnership to a Florida limited partnership pursuant to Section 620.8902, Florida Statutes.  
(d) Prior to its conversion to a limited partnership, the Partnership properly elected to be governed by the Florida Revised Uniform Partnership Act of 1995, as amended.
3. The address of the office of the Partnership, as referred to in Section 620.105, Florida Statutes, is 2200 Simon Road, Melbourne, Florida 32904.
4. The name and address of the agent for service of process on the Partnership shall be Albert D. Celio, Esquire, 976 Brevard Avenue, Suite A, Rockledge, Florida 32955.
5. The name and business address of the General Partner is:

<u>Name</u>	<i>PG700006348</i>	<u>Address</u>
F. C. Platt, Inc.		2200 Simon Road Melbourne, Florida 32904.
6. The mailing address for the Partnership is 2200 Simon Road, Melbourne, Florida 32904.

7. The latest date upon which the Partnership shall dissolve is December 31, 2100.

8. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by or on behalf of the General Partner. Any person dealing with the Partnership or its property shall be entitled to rely fully upon any deed, mortgage, bill of sale, contract, lease, sublease, note or other written instrument signed by or on behalf of the General Partner in the name of and/or on behalf of the Partnership.

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TREASURER OF FLORIDA

This Certificate of Limited Partnership was executed by the General Partner this 17th day of December, 1997.

GENERAL PARTNER:

**F. C. Platt, Inc.**

By: F. Carlyle Platt  
F. Carlyle Platt, Chief Executive Officer  
CEO and President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the above named Partnership, at the place designed in the foregoing Certificate of Limited Partnership, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 620.192 of the Florida Statutes.

Albert D. Celio, Esq.  
Albert D. Celio, Esq.

Date: December 17, 1997

STATE OF FLORIDA

COUNTY OF BREVARD

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TALLAHASSEE FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned, personally appeared F. Carlyle Platt, Chief Executive Officer of F. C. Platt, Inc., the sole general partner of the F. CARLYLE PLATT FAMILY LIMITED PARTNERSHIP, a Florida limited partnership (hereinafter referred to as the "Partnership"), of Brevard County, Florida, who upon being duly sworn, certified as follows:

- 1. The amount of the capital contributions to the Partnership made by the limited partners is \$5,696,807.00.
- 2. The amount of additional capital contributions anticipated to be contributed by the limited partners is \$ 200,000.00

FURTHER AFFIANT SAITH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

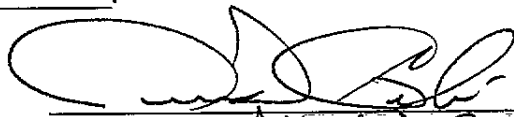
"GENERAL PARTNER"

**F. C. PLATT, INC.**

Dated December 17, 1997

By: F. Carlyle Platt, CEO.  
F. Carlyle Platt, Chief Executive Officer

Sworn to and subscribed before me this 17th day of December, 1997, by F. Carlyle Platt, Chief Executive Officer of F. C. Platt, Inc., as General Partner on behalf of the F. Carlyle Platt Family Limited Partnership, a Florida limited partnership. He is (check one)  is personally known to me,  produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or  produced other identification, to wit:



Print Name: Albert D. Celio

Notary Public, State of Florida

Commission No.:

My Commission Expires:



**OFFICIAL SEAL**  
**ALBERT D. CELIO**  
My Commission Expires  
March 18, 2001  
Comm. No. CC 621499