

A 98000000513

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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

1. Ye Rem Ltd (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25 PM 1:10

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

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

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☒	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

600002440286--3
-02/25/98-01035-023
****140.00 ****140.00

Examiner's Initials

LAW OFFICES

MARK J. NOWICKI, P.A.

LOGGERHEAD PLAZA, SUITE 302

14155 U.S. HIGHWAY ONE

JUNO BEACH, FLORIDA 33408-1499

MARK J. NOWICKI
ALSO ADMITTED IN COLORADO

TELEPHONE 561 624-1444

TELEFAX 561 775-0270

BOARD CERTIFIED IN TAXATION

February 24, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25 PM 1:10

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Yerem, Ltd., Certificate of Formation

Dear Madam:

I enclose two original Certificates of Limited Partnership for Yerem, Ltd. for filing by the Secretary of State. Also enclosed, you will find my check in the amount of \$140.00 covering filing fees as follows:

1. Filing fee (minimum)	\$52.50
2. Registered Agent Designation	\$35.00
3. Certified Copy of Certificate	<u>\$52.50</u>

Total funds enclosed	\$140.00
----------------------	----------

We have confirmed with name availability that this entity name is not currently in use. Kindly forward my certified copy of this Certificate of Limited Partnership at your earliest possible convenience.

Sincerely,



Mark J. Nowicki

MJN/dmg

367\SEC-ST.LTR

CERTIFICATE OF LIMITED PARTNERSHIP

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25 PM 1:10

1. The name of the Partnership is Yerem, Ltd.
2. The initial purpose of the Partnership shall be to own, hold, maintain, sell, exchange and otherwise invest in the stock of corporations, general or limited partnership interests, and other business entity interests; and to conduct such other activities as may be necessary or incidental to the foregoing; to own, hold, maintain, sell, lease, exchange or otherwise conduct business with respect to real property located within Florida and other jurisdictions where the Partnership is registered to conduct business; to dispose of, mortgage, finance or otherwise encumber all or any part of the aforescribed 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 herein; 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 Partners, 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 is 200 Butler Street, Suite 201, West Palm Beach, Florida 33407 or at such other place or places as the General Partners may from time to time determine.
4. The names and business addresses of the General Partners are as follows:

GENERAL PARTNERS:

John H. Merrey, as Trustee
200 Butler Street, Suite 201
West Palm Beach, Florida 33407

Andrew G. Merrey
200 Butler Street, Suite 201
West Palm Beach, Florida 33407

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 Partners 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.

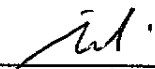
13. In the event of withdrawal, dissolution, assignment for the benefit of creditors, adjudication of bankruptcy or insolvency of each of the General Partners, the Limited Partners may, by vote of the holders of a majority of the then outstanding Units of Limited Partnership Interest, within ninety (90) days after written notice of such event, elect to continue the business of the Partnership and designate a new General Partner (or Partners), who shall consent and accept such designation as of the date of such event. The new General Partner (or Partners), shall forthwith execute and record an amendment to the Certificate of Partnership to evidence the election if required by appropriate governing law.

14. The initial Registered Agent to accept service of process on the Partnership is Mark J. Nowicki, Esquire, 14155 U. S. Highway One, Suite 302, Juno Beach, Florida 33408.

IN WITNESS WHEREOF, the General Partners do hereby set their

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 23 PM 1:10

hand and seal on this 24th day of February, 1998.



Mark J. Nowicki, as Attorney in Fact
for the General Partners

FILED
SECRETARY OF CORPORATIONS
DIVISION
98 FEB 25 PM 1:10

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 Yerem, Ltd.

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

Yerem, Ltd., a Limited Partnership organized under the laws of the State of Florida, with its principal office at 200 Butler Street, Suite 201, West Palm Beach, Florida 33407, has named Mark J. Nowicki, 14155 U.S. Highway One, Suite 302, 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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25 PM 1:10

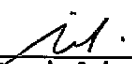
YEREM, LTD.
AFFIDAVIT DECLARING AMOUNT OF CAPITAL
CONTRIBUTIONS BY LIMITED PARTNERS
PURSUANT TO F.S. §620.108

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

Limited Partner

<u>Limited Partner</u>	<u>Agreed Value of Capital Contributions</u>
John and Daisy Merey, Tenants by Entirety	\$85
Andrew G. Merey	\$ 5
Deanne I. Merey	\$ 5
Mikala Merey Irrevocable Trust	<u>\$ 5</u>
Total Initial Capital Contribution*	\$100

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FEB 25 PM 1:10



Mark J. Nowicki, as Attorney in Fact
for the General Partners

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