

CCRS
10 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
922-1113

File 2nd

A9900000716

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS
DATE: 5-2-99
REF. #: 0174.66618
CORP. NAME: Woodmere Associates, Ltd

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- CERT. OF AUTHORITY
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
9 AM Y -3 PH 3:07

STATE FEES PREPAID WITH CHECK# 5804 FOR \$ 1,837.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

300002860183-6
-05/03/99--01063--021
***1837.50 ***1837.50

COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF STATUS
- PLAIN STAMPED COPY

Examiner's Initials _____

hjk
5/3/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
9 AM Y -3 AM 10:59

CERTIFICATE OF LIMITED PARTNERSHIP

WOODMERE ASSOCIATES, LTD.,
a Florida limited partnership

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -3 PM 3:07

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 620 of the Florida Statutes, does hereby state the following:

1. The name of the Partnership is:

WOODMERE ASSOCIATES, LTD.

2. The address of the office of the Partnership is:

240 S. Pineapple Avenue
10th Floor
Sarasota, Florida 34236

3. The name and address of the agent for service of process on the Partnership is as follows:

Charles Knowles
1329 South Lakeshore Drive
Sarasota, Florida 34242

4. The name and business address of the general partner of the Partnership is as follows:

Woodmere Development, Inc.
% David S. Band
240 S. Pineapple Avenue
10th Floor
Sarasota, Florida 34236

pg 9900039798

5. The mailing address of the Partnership is:

%David S. Band
P. O. Box 49948
Sarasota, Florida 34230

6. The latest date upon which the Partnership shall dissolve is December 31, 2049 unless the term of the Partnership is further extended by a Majority in Interest of the Partners as defined in the Limited Partnership Agreement.
7. The effective date of this Certificate of Limited Partnership shall be the effective date of the filing of the certificate of limited partnership with the Department of State.

FILED STATE SECRETARY OF CORPORATIONS
 30 MAY - 3 PM 3:07

The execution of this certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by DAVID S. BAND, PRESIDENT OF WOODMERE DEVELOPMENT, INC., a Florida corporation, general partner of WOODMERE ASSOCIATES, LTD., a Florida limited partnership, this 30th day of April, 1999.

WITNESSES:

WOODMERE ASSOCIATES, LTD.,
a Florida limited partnership

BY: WOODMERE DEVELOPMENT, INC.,
a Florida corporation

[Signature]
[Signature]

By: *[Signature]*
David S. Band
President

“GENERAL PARTNER”

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -3 PM 3:07

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

WOODMERE ASSOCIATES, LTD.,
a Florida limited partnership

Having been named to accept service of process for WOODMERE ASSOCIATES, LTD., a Florida limited partnership, at the place designated in the foregoing Certificate of Limited Partnership, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192 of the Florida Statutes.

Date: 4/30/99


Charles Knowles

“REGISTERED AGENT”

STATE OF FLORIDA
COUNTY OF SARASOTA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -3 PM 3:07

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

WOODMERE ASSOCIATES, LTD.,
a Florida limited partnership

BEFORE ME, the undersigned Notary Public, personally appeared DAVID S. BAND, PRESIDENT OF WOODMERE DEVELOPMENT, INC., a Florida corporation, as general partner of WOODMERE ASSOCIATES, LTD., a Florida limited partnership, hereinafter referred to as "Partnership," who, upon being duly sworn, certified as follows:

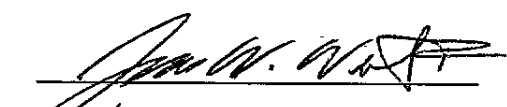
1. The amount of the capital contributions of the limited partners of the Partnership is \$10,000,000.00.
2. The amount of additional capital contributions of the limited partners of the Partnership anticipated is \$0.

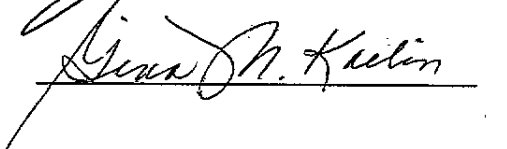
Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

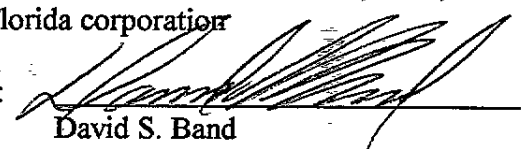
WITNESSES:

WOODMERE ASSOCIATES, LTD.,
a Florida limited partnership

BY: WOODMERE DEVELOPMENT, INC.,
a Florida corporation





By: 

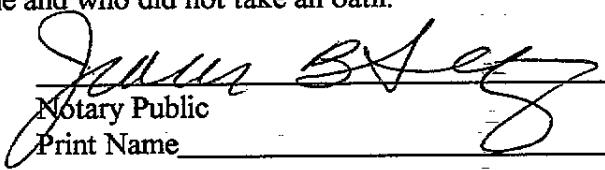
David S. Band
President

"GENERAL PARTNER"

The foregoing instrument was acknowledged before me, this 30th day of April, 19 99, by DAVID S. BAND, PRESIDENT OF WOODMERE DEVELOPMENT, INC., a

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -3 PM 3:07

Florida corporation, as general partner of WOODMERE ASSOCIATES, LTD., a Florida limited partnership, who is personally known to me and who did not take an oath.



Notary Public
Print Name _____

My Commission Expires _____

