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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 MAY 26 AM 11:01

FILED

3904:ss
898610-600-001

May 25, 1999

6/26

VIA FEDERAL EXPRESS

Ms. Brenda Tadlock
Office of Florida Secretary of State
Corporations Division - Partnership Filing
409 East Gaines Street
Tallahassee, Florida 32399

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-05/02/99-01105-001
*****87.50 *****87.50

Re: Formation of Body&Spirit Ltd., LLP

Dear Ms. Tadlock:

Recently, we discussed the formation of Body&Spirit, Ltd., LLP, a Florida limited liability limited partnership, and you instructed that I send the formation documents directly to your attention. Enclosed are the following documents:

1. Certificate of Limited Partnership;
2. Affidavit of Capital Contributions for Florida Limited Partnership; and,
3. Statement of Registration of Florida Registered Limited Liability Partnership.

Also enclosed are checks for the appropriate filing fees for the various certificates and affidavits.

Upon your filing of the enclosed documents, please send me proof of such filing in the enclosed self-addressed envelope.

Please contact me should you have any questions.

-name not avail.

Name	
Availability	
Document Examiner	lett
Updater	
Updater Verifier	
Enclosures	
W. P. Verityer	
cc:	Mr. Gary Herbek

FLCP used
lett 6/02

Very truly yours,

Jeanne Shingleton

FF 87.50

Matthew J. Toddy, Esq.

CERTIFICATE OF LIMITED PARTNERSHIP

1. Body&Spirit Ltd., LLP
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 8590 Potter Park Drive, Sarasota, Florida 34238
(Business address of Limited Partnership)
3. Gary Herbek
(Name of Registered Agent for Service of Process)
4. 8590 Potter Park Drive, Sarasota, Florida 34238
(Florida street address for Registered Agent)
5. *Gary J. Herbek*
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 8590 Potter Park Drive, Sarasota, Florida 34238
(Mailing Address of the Limited Partnership)

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7. The latest date upon which the Limited Partnership is to be dissolved is: Perpetual
8. Name(s) of general partner(s): _____ Street address: _____

<u>Gary Herbek</u>	<u>3192 Walter Travis Trail, Sarasota, FL 34240</u>
<i>Wd6712</i> <u>Melody of Sarasota, Inc.</u>	<u>555 Osprey Avenue South, Sarasota, FL 34236</u>
_____	_____
_____	_____

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

Signed this 21st day of May, 19 99.

Signature of all general partners:

General Partner

General Partner

General Partner

Gary J. Herbek
General Partner
Melody of Sarasota
General Partner

General Partner

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of Body&Spirit Ltd, LLP

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 100.00

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 100.00

Signed this 21st day of May, 19 99

FURTHER AFFIANT SAYETH NOT.

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

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General Partner

Gary J. Herleb
General Partner

General Partner

Mary G. Herleb
General Partner

General Partner

General Partner