

A99000001280



ACCOUNT NO. : 072100000032

REFERENCE : 330063 9440A

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 148.75

ORDER DATE : August 4, 1999

ORDER TIME : 11:27 AM

ORDER NO. : 330063-005

CUSTOMER NO: 9440A

400002950424--4

CUSTOMER: William A. Pfeuffer, Esq
BURZYNSKI & PFEUFFER
BURZYNSKI & PFEUFFER
1124 Goodlette Road

Naples, FL 33940

DOMESTIC FILING

NAME: BERKSHIRE RESERVE OF NAPLES, LTD.

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

EXAMINER'S INITIALS:

Name	
Availability CONTACT PERSON:	Tamara Odom
Document Examiner	DCC
Updater	DCC
Updater Verifier	
Acknowledgement	DCC
W. P. Verifier	DCC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG -4 PM 2:30

FILED

SECRETARY OF STATE
DIVISION OF CORPORATE SERVICES
TALLAHASSEE, FLORIDA

99 AUG -4 PM 2:07

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Same people as
L97-1312

\$ 300.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP OF
BERKSHIRE RESERVE OF NAPLES, LTD.
a Florida limited partnership**

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, hereby states:

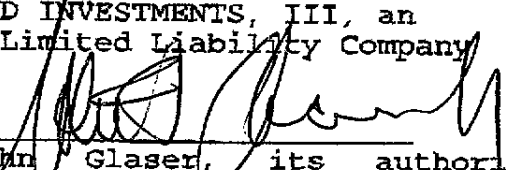
1. **NAME.** The name of the Partnership is Berkshire Reserve of Naples, Ltd., a Florida limited partnership.
2. **ADDRESS.** The address of the office of the Partnership is 1600 Wellesley Circle, Naples, FL 34116.
3. **AGENT.** The name and address of the agent for service of process on the Partnership is William Pfeuffer, 1124 Goodlette Road, Naples, FL 34102.
4. **GENERAL PARTNER.** *m99000000 769* The name and business address of the sole general partner is Glacid Investments III, an Ohio Limited Liability Company, 1600 Wellesley Circle, Naples, FL 34116.
5. **MAILING ADDRESS.** The mailing address of the Partnership is 1600 Wellesley Circle, Naples, FL 34116.
6. **DATE OF DISSOLUTION.** The latest date upon which the Partnership shall dissolve is February 1, 2042.
7. **EFFECTIVE DATE.** This certificate shall become effective and the Limited Partnership will be formed upon the filing with the Department of State.

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 on behalf of the sole General Partner of Berkshire Reserve of Naples, Ltd., this 3rd day of August, 1999.

GENERAL PARTNER:

GLACID INVESTMENTS, III, an Ohio Limited Liability Company

By: 
John Glaser, its authorized representative

AFFIDAVIT OF INITIAL CAPITAL CONTRIBUTIONS

99 AUG -4 PM 2:30
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF Ohio
COUNTY OF Hamilton

BEFORE ME, the undersigned authority, personally appeared John Glaser, authorized representative of Glacid Investments, III, L.C. the sole general partner of Berkshire Reserve of Naples, Ltd. (the "Partnership"), who, upon being duly sworn, certified as follows:

- 1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, Three Hundred and No/100 (\$300.00) Dollars.
- 2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

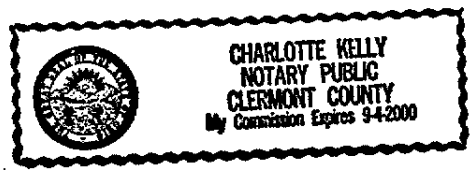
Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

Date: 7-30-99

GLACID INVESTMENTS, III, L.C.
an Ohio limited liability
company

By: [Signature]
John Glaser, its authorized
representative

Sworn to (or affirmed) and subscribed before me this 30th day of July, 1999, by John Glaser, authorized representative of Glacid Investments, III, an Ohio limited liability company, who is personally known to me or has produced identification.



(SEAL)

[Signature]
Notary Public

Name: Charlotte Kelly

My Commission expires:

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99 AUG -14 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

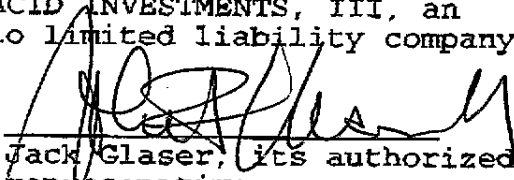
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the Florida Statutes, the following
submitted:

That Berkshire Reserve of Naples, Ltd., a Florida limited
partnership, desiring to organize or qualify under the laws of the
State of Florida, with its principal place of business at the city
of Naples, State of Florida, has named William Pfeuffer, Esq., 1124
Goodlette Road, Naples, Florida, 34102, as its agent to accept
service of process within Florida.

GLACID INVESTMENTS, III, an
Ohio limited liability company

Date: 7-30-99

By: 
Jack Glaser, its authorized
representative

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for
Berkshire Reserve of Naples, Ltd., a Florida limited partnership
(the "Partnership"), in the foregoing Certificate of Limited
Partnership, I hereby agree to act in that capacity, and,
on behalf of the Partnership, 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.

REGISTERED AGENT:


William Pfeuffer

Date: 8-3-99