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October 3, 1996

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\*\*\*\*262.50 \*\*\*\*\*87.50

Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

500001967545

-10/08/96--01094--001

\*\*\*\*262.50 \*\*\*\*\*262.50

Re: Pactole Redux Limited Partnership  
Little Ferry Associates  
Leon Weiser Associates

Dear Sir or Madam:

Enclosed please find an Application by Foreign Limited Partnership for Authorization to Transact Business in Florida for each of the above-referenced. Also enclosed, please find our firm check in the amount of \$262.50 representing the filing fees.

Please forward confirmation of the filings to the undersigned. If you have any questions, please call me.

Sincerely,

*M. Timothy Hanlon*

M. Timothy Hanlon

|                   |         |
|-------------------|---------|
| Name              | 10/9/96 |
| Availability      | des     |
| Document Examiner | MTM/cmc |
| Update Enclosures | ccc     |
| Updater Verifier  | c       |
| Acknowledgement   | LCC     |
| W. P. Verifier    | LCC     |

C. TAX \_\_\_\_\_  
FILING 87.50  
R. AGENT FEE \_\_\_\_\_  
C. COPY \_\_\_\_\_  
TAX \_\_\_\_\_  
N. BANK \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
REFUND \_\_\_\_\_

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96 OCT -7 PM 5:05  
TALLAHASSEE, FLORIDA

Florida Department of State, Sandra B. Mortham, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. Pactole Redux Limited Partnership  
(Name of limited partnership as it is in the home state)
2. \_\_\_\_\_  
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")
3. New York  
(State of Formation)
4. June 13, 1993  
(Date of Formation)
5. M. Timothy Hanlon, Alley, Maass, Rogers & Lindsay, P.A.  
(Name of Registered Agent for Service of Process)
6. 321 Royal Poinciana Plaza  
(Street Address of Registered Office)  
Palm Beach, Florida 33480  
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.  
M. Timothy Hanlon  
(Agent must sign on this line)
8. 315 S. Lake Drive, Palm Beach, Florida 33480  
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS  
STREET ADDRESS  
Pactole Redux Limited Florida, Inc. 315 S. Lake Drive, Palm Beach, FL 33480  
996000003902
10. 315 S. Lake Drive, Palm Beach, Florida 33480  
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration

12. 315 S. Lake Drive, Palm Beach, Florida 33480

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This day of 1st, October, 19 96.

PACTOLE REDUX LIMITED FLORIDA, INC.

By:

Joel Weiser  
Joel Weiser, General Partner President

STATE OF FLORIDA

COUNTY OF PALM BEACH

On this 1st day of October, 19 96, Joel Weiser

personally appeared before me,



who is personally known to me



whose identity I proved on the basis of \_\_\_\_\_



M TIMOTHY HANLON  
My Commission CC491070  
Expires Aug. 29, 1999

M. Timothy Hanlon  
(Notary Public Signature)

(Notary's Printed Name)

Seal

My Commission Expires: \_\_\_\_\_

FILED  
96 OCT -7 PM 2:15

# AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Pactole Redux Limited Florida, Inc.,  
a general partner of Pactole Redux Limited Partnership, a (an) New York limited partnership,  
hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 2,490,379.42
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ -0-.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 15<sup>th</sup> day of October, 19 96.

PACTOLE REDUX LIMITED FLORIDA, INC.

By: Joel Weiser  
Joel Weiser, General Partner President

STATE OF FLORIDA

COUNTY OF PALM BEACH

On this 15<sup>th</sup> day of October, 19 96, Joel Weiser

personally appeared before me,



who is personally known to me



whose identity I proved on the basis of \_\_\_\_\_



M. TIMOTHY HANLON  
My Commission CC491070  
Expires Aug. 29, 1999

M. Timothy Hanlon  
(Notary Public Signature)

(Notary's Printed Name)

Seal

My Commission Expires: \_\_\_\_\_

FILED  
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## STATEMENT OF MERGER

Pursuant to the provisions of Sections 620.8905 through 620.8907 of the Florida Statutes, and Sections 121-1102(a) of New York's Revised Limited Partnership Act, Pactole Redux Florida Limited Partnership, a Florida limited partnership, files this Statement of Merger.

1. The names of the partnerships which were parties to the merger are Pactole Redux Florida Limited Partnership, a Florida limited partnership ("Pactole-Surviving"), Pactole Redux General Partnership, a Florida general partnership ("Pactole-General") and Pactole Redux Limited Partnership, a New York limited partnership ("Pactole-Acquired").

2. A Plan of Merger was executed on the 4<sup>th</sup> day of June, 1997 and was agreed to unanimously by the general partners of Pactole-Surviving, Pactole General and Pactole-Acquired and by a majority of the limited partners of Pactole-Surviving and Pactole-Acquired.

3. The name of the surviving entity into which the limited partnerships were merged is Pactole-Surviving.

4. The street address and the name of the general partner of Pactole-Surviving is as follows:

Pactole Redux Limited Florida, Inc.  
c/o Alley Maass Rogers & Lindsay, P.A.  
321 Royal Poinciana Plaza  
Palm Beach, FL 33480

5. Pactole-Surviving is a Florida limited partnership that has filed a certificate of limited partnership pursuant to Section 620.108 of the Florida Statutes.

6. Pursuant to Sections 620.8907 and 620.8105(3) Florida Statutes the undersigned hereby affirms under penalties of perjury that the facts contained herein are true.

PACTOLE REDUX FLORIDA LIMITED  
PARTNERSHIP,  
a Florida Limited Partnership

By: Pactole Redux Limited Florida, Inc., G.P.

By: Joel Weiser  
Joel Weiser, President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 13 4:30