

Bernard S. Peck  
Member FL, CT & NY Bars

Daniel D. Peck  
Member FL & CT Bars

Kent A. Skrivan  
J.D., LL.M. in Taxation

Antonio Faja  
Member FL & NY Bars

**Peck & Skrivan**  
Attorneys at Law

Suite 101, First Union Building  
5801 Pelican Bay Boulevard  
Naples, Florida 33961

Telephone  
(813) 566-3600

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(813) 566-3977

**A95000000 715**

April 13, 1995

RECEIVED  
04/19/95 01:00 PM  
444103.05 18.05

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

Re: 2052 McGregor Partnership, Ltd.

Gentlemen:

We enclose herewith for filing the original Certificate of Limited Partnership for 2052 McGregor Partnership, Ltd., and the Affidavit of Capital Contributions.

Please let us have a Certificate of Good Standing for 2052 McGregor Partnership, Ltd.

We enclose our check to your order in the amount of \$1,028.65, representing the limited partnership filing fee of \$984.90, resident agent fee of \$35 and the fee for the Certificate of Good Standing in the amount of \$8.75.

Thank you for your attention to this matter.

Sincerely,

*D. Peck*  
Daniel D. Peck

4/13/95
dec
DDP:jfm
Encs.

secyst

TC  
\$ 138,353.51

W9500000 8540

A9500000 715

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May 2, 1995

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

Att: Diane Cushing, Corporate Specialist

Re: 2052 McGregor Partnership, Ltd.  
Your Ref. Number: W95000008540  
Letter Number: 095A00018720

Dear Ms. Cushing:

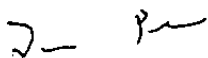
In response to your letter of April 20, 1995, I enclose the original Affidavit of Capital Contributions which has been executed by the president of Corbin Henderson Company, the other general partner of 2052 McGregor Partnership, Ltd.

I also re-enclose the originals of the Certificate of Limited Partnership for 2052 McGregor Partnership, Ltd., the Affidavit of Capital Contributions executed by the president of Simaro Corporation and the Certificate and Acceptance of Registered Agent.

A copy of your April 20, 1995 letter is also enclosed.

When the above documents have been filed please let us have a Certificate of Good Standing for 2052 McGregor Partnership, Ltd.

Sincerely,

  
Daniel D. Peck

DDP: jfm

Encs.

secyst



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 20, 1995

DANIEL D. PECK  
PECK & SKRIVAN  
5801 PELICAN BAY BLVD., SUITE 103  
NAPLES, FL 33963

SUBJECT: 2052 MCGREGOR PARTNERSHIP, LTD.  
Ref. Number: W95000008540

We have received your document for 2052 MCGREGOR PARTNERSHIP, LTD. and your check(s) totaling \$1028.65. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.114, Florida Statutes, requires the original certificate of limited partnership, an affidavit, a certificate of cancellation, or supplemental affidavit to be signed by all of the general partners.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 095A00018720

CERTIFICATE OF LIMITED PARTNERSHIP FOR  
2052 MCGREGOR PARTNERSHIP, LTD.,  
A FLORIDA LIMITED PARTNERSHIP

The name of the limited partnership is 2052 McGregor Partnership, Ltd., a Florida Limited Partnership.

The name and address (and office) of the agent for service of process for the limited partnership is Randall P. Henderson, Jr., Corbin Henderson Company, 40 Barkley Circle, Suite 1, Fort Myers, Florida 33907.

995000012574 The two general partners of the limited partnership are Simaro Corporation, a Florida corporation, 5801 Pelican Bay Boulevard, Suite 103, Naples, Florida 33963 and Corbin Henderson Company, a Florida corporation, 40 Barkley Circle, Suite 1, Fort Myers, Florida 33907. 310970

The mailing address and address for the limited partnership is 40 Barkley Circle, Suite 1, Fort Myers, Florida 33907.

The latest date on which the limited partnership is to dissolve is December 31, 2025.

An affidavit of capital contributions is attached hereto for the limited partners.

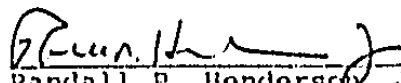
The above is true and accurate and executed on March 24, 1995.

2052 MCGREGOR PARTNERSHIP, LTD.

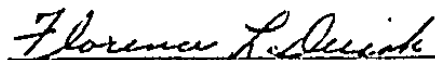
By: 

SINA SIMANTOB  
President of general  
partner Simaro Corporation,  
a Florida corporation

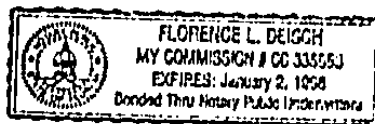
The above is true and accurate.

  
\_\_\_\_\_  
Randall P. Henderson, Jr.  
President  
Corbin Henderson Company

SUBSCRIBED TO and sworn before me by RANDALL P. HENDERSON, JR., to me personally known, who appeared before me and who did take an oath this 15<sup>th</sup> day of May, 1995.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:



misc\2052-AC2

EST 1995 - 9 11 20 30

FILED

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR  
2052 MCGREGOR PARTNERSHIP, LTD.  
a Florida Limited Partnership

STATE OF COLORADO  
COUNTY OF BOULDER

I, SINA SIMANTOB, being duly sworn, declare that I am President of Simaro Corporation, a Florida corporation, a general partner of 2052 McGregor Partnership, Ltd., am over the age of twenty-one years and understand the obligations of an oath.

The capital contributions by the limited partners in 2052 McGregor Partnership, Ltd. is as follows.

<u>LIMITED PARTNER</u>	<u>CAPITAL CONTRIBUTION</u>
Randall P. Henderson, Jr. and Virginia C. Henderson, husband and wife as tenants by the entirety	\$34,303.51
Victor L. Abbo, Trustee of Victor L. Abbo Revocable Trust	\$69,300.00
Sinco International Investments, Inc., a Delaware corporation	\$11,550.00
Peter A. Rose	\$11,550.00
Marcus J. Whitmore	<u>\$11,550.00</u>
TOTAL LIMITED PARTNER CONTRIBUTIONS	\$138,253.51

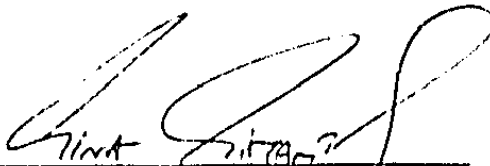
FILED  
1983-09-15-30

The capital contributions by general partners is as follows.

<u>GENERAL PARTNER</u>	<u>CAPITAL CONTRIBUTION</u>
Simaro Corporation	\$ 2,100.00
Corbin Henderson Company	<u>\$ 346.49</u>
TOTAL GENERAL PARTNER CONTRIBUTIONS	\$ 2,446.46
 TOTAL CONTRIBUTIONS	 \$140,699.97

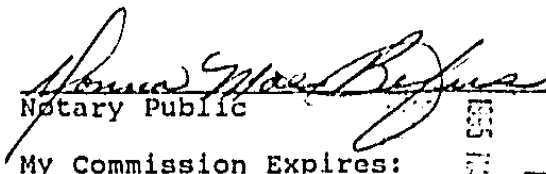
No other amounts anticipated to be contributed.

The above is true and accurate.



Sina Simantob, President  
Simaro Corporation

SUBSCRIBED TO and sworn before me by SINA SIMANTOB, to me personally known, who appeared before me and who did take an oath this 24<sup>th</sup> day of March, 1995.

  
Notary Public  
My Commission Expires:

FILED  
1995 MAR -8 AM 10:30

misc\2052-ACC

DONNA MAE BEFUS  
NOTARY PUBLIC  
STATE OF COLORADO

CERTIFICATE AND ACCEPTANCE OF  
REGISTERED AGENT

Pursuant to the provisions of Florida law, the undersigned Limited Partnership, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

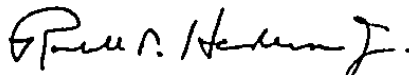
1. The name of the limited partnership is:

2052 MCGREGOR PARTNERSHIP, LTD.

2. The name and address of the registered agent and office is:

Randall P. Henderson, Jr.  
40 Barkley Circle, Suite 1  
Fort Myers, Florida 33907

Having been named as registered agent I agree to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and keeping the office open, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Randall P. Henderson, Jr.

March 29, 1995



**FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

FLORIDA DEPARTMENT OF REVENUE  
ANNUAL REPORT  
**1996**



OFFICE OF REVENUE COLLECTION  
TALLAHASSEE, FLORIDA  
3900 GULF BLVD., SUITE 100  
TALLAHASSEE, FLORIDA 32310-0001  
TELEPHONE (904) 493-2000

*Handwritten notes and stamps in the top right corner.*

1. **DOCUMENT #**  
**A95000000715**

**2052 MCGREGOR PARTNERSHIP, LTD.**

Principal Office Address:  
40-BARKLEY CIRCLE-SUITE 4  
FORT-MYERS-FL-33907  
*2070 M & GREGORY BLVD. SUITE 4  
FORT MYERS, FL 33901*

Other Office Address:  
40-BARKLEY CIRCLE-SUITE 1  
FORT-MYERS-FL-33907  
*SAME AS*

2. **New Mailing Address, if Applicable**  
City, State & Zip: *2070 M & GREGORY BLVD. STE 4  
FORT MYERS, FL 33901*

3. **New Principal Office Address, if Applicable**  
City, State & Zip: *SAME AS ABOVE*

3. **Date of Filing**  
05/08/1995

3a. **Date of Last Report**  
05/08/95

4. **State or Country of Formation**  
FL

5a. **Amount of Capital Contributed**  
\$138,253.51

5b. **Amount of Capital Received**  
SAME

6. **FLU Number**  
65-0571611

7. **CERTIFICATE OF STATUS REQUIRED**  
Applying For:  YES  
Fee Applicable:  YES

**8. FEES:** 1) Filing Fee - computed at 1% of \$7 per \$1,000 on amount entered in 5a or 5b if 5b (dark) with a minimum filing fee of \$52.50 and a maximum of \$437.50  
2) Supplemental Fee - \$25.00 pursuant to section 607.193, F.S.  
**THE AMOUNT DUE SHALL BE \$1,538.51 (\$101.25 (\$52.50 + \$138.75) AND NO MORE THAN \$570.25 (\$437.50 + \$138.75))**  
Note: If the amount entered in 5a or 5b is greater than amount entered in 6a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.  
**MAKE CHECK PAYABLE TO FLORIDA DEPARTMENT OF REVENUE**

9. **Name and Address of Current Registered Agent**  
HENDERSON, RANDALL P JR  
CORBIN HENDERSON COMPANY  
40-BARKLEY CIRCLE-SUITE 1  
FORT-MYERS-FL-33907

10. **Is changed, new Registered Agent (Name)**  
*SAME* CORBIN HENDERSON COMPANY  
2070 MCGREGOR BLVD STE 4  
SUITE 4  
FORT MYERS, FL 33901

10a. **Signature of the person or persons authorized to execute this statement**  
CORBIN HENDERSON Co. By: *Randall P. Henderson Jr., President* (DATE) 10/24/95

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY**

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registry Document Number
SIMARO CORPORATION	5801 PELICAN BAY BOUL	NAPLES FL 33963	P95000012574
CORBIN HENDERSON COMPANY	40-BARKLEY CIRCLE, SU- 2070 MCGREGOR BLVD SUITE 4	FT-MYERS-FL-33907 FORT MYERS, FL 33901	510970

*Handwritten numbers: 000001634190, -11/13/95--01047--006, \*\*\*\*585.00 \*\*\*\*585.00*

**Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.**

12. **Signature of the person or persons authorized to execute this statement**  
CORBIN HENDERSON Co. By: *Randall P. Henderson Jr., President* (DATE) 10/24/95

SIGNATURE: *Randall P. Henderson Jr., President*  
Typed Name of Partner: CORBIN HENDERSON Co. By: RANDALL P HENDERSON JR., 1941-334-4212  
Typed Name of Partner: PRESIDENT

CR2E003 (6/95)