

A0000000318

ENGELBERG, CANTOR & MILGRIM, P.L.C.

A PROFESSIONAL LIMITED LIABILITY COMPANY
ATTORNEYS AT LAW
BANKERS BUILDING CENTER
SUITE 1

MORRIS ENGELBERG &
LAURIE E. MILGRIM, P. A.
JERALD C. CANTOR, P. A.
RICK LEONE, P. A.
TAX COUNSEL

HOLLYWOOD, FLORIDA 33021
HOLLYWOOD (954) 966-3900
FAX (954) 981-2300

PALM BEACH OFFICE
125 WORTH AVENUE
PALM BEACH, FLORIDA 33480
TELEPHONE (561) 734-0440

PLEASE DIRECT ALL MAIL
TO HOLLYWOOD OFFICE

February 11, 2000

Division of Corporations
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

600003137756--1
-02/16/00--01083-002
***1837.50 ***1837.50

RE: Certificate of Limited
Partnership of
Echlin Enterprises
Limited Partnership

Dear Sir/Madam:

We have prepared and enclose herein the Certificate of Limited Partnership of Echlin Enterprises Limited Partnership. Please find a check in the amount of One Thousand Eight Hundred Thirty-Seven Dollars and 50/100 (\$1,837.50) made payable to the Secretary of State representing your fee for filing the aforementioned document.

Kindly file the enclosed and return a certified copy of said document to our Hollywood offices.

If you have any questions with regard to the enclosed, please do not hesitate to contact our offices.

Sincerely,

Rick Leone A00-318
RICK LEONE
Special Tax Counsel

RL:nh
Enclosures
cc. Mr. John E. Echlin, Jr.

FILED
DO FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FEB 16 AM 10:28

Name	<i>R-2-22</i>
Availability	<i>[Signature]</i>
Document	<i>[Signature]</i>
Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ECHLIN ENTERPRISES
LIMITED PARTNERSHIP**

THE UNDERSIGNED SUBSCRIBER to this Certificate of Limited Partnership, being a natural person, competent to contract pursuant to the provisions of Chapter 620, Florida Statutes, for the purpose of establishing a limited partnership, does hereby declare the following:

**ARTICLE I
NAME**

The name of this limited partnership is the **ECHLIN ENTERPRISES LIMITED PARTNERSHIP**.

**ARTICLE II
GENERAL PARTNER**

The general partner of the partnership, and its address, is as follows:

**ECHLIN ENTERPRISES, INC.
3230 STIRLING ROAD
HOLLYWOOD, FL 33021**

**ARTICLE III
MAILING ADDRESS**

The principal office and mailing address of this limited partnership shall be **401 E. LINTON BOULEVARD, NO. 429, DELRAY BEACH, FL 33483..**

**ARTICLE IV
DATE OF DISSOLUTION**

The latest date on which this limited partnership may be dissolved shall be **December 31, 2049**.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

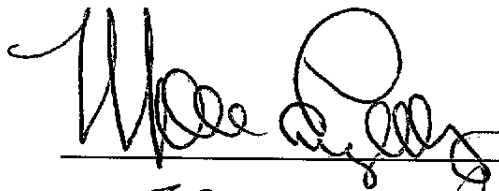
The street address of the initial registered office of this limited partnership is **3230 STIRLING ROAD, HOLLYWOOD, FL 33021**, and the name of the initial registered agent of this limited partnership at that address is **FREDERICK LEONE, JR.**

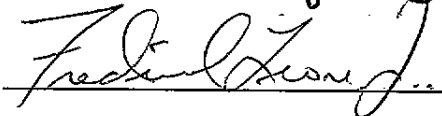
FILED
00 FEB 16 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P00-1-3

IN WITNESS WHEREOF, the undersigned Subscriber has executed this Certificate of Limited Partnership of the **ECHLIN ENTERPRISES LIMITED PARTNERSHIP** on the date shown below.

DATED: 02-09, 2000.





ECHLIN ENTERPRISES, INC.
("General Partner")

By: 

BERYL G. ECHLIN
President

FILED
00 FEB 16 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
AND FOR NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That the **ECHLIN ENTERPRISES LIMITED PARTNERSHIP** desiring to organize or qualify under the laws of the State of Florida, with its principal office and mailing address at **401 E. LINTON BOULEVARD, NO. 429, DELRAY BEACH, FL 33483**, has named **FREDERICK LEONE, JR.**, whose address is **3230 STIRLING ROAD, HOLLYWOOD, FL 33021**, as its agent to accept service of process within the State of Florida.

**ECHLIN ENTERPRISES, INC.
("General Partner")**

By: Beryl G. Echlin
BERYL G. ECHLIN
President

DATED: 02-09-00

HAVING BEEN NAMED to accept service of process for the above-stated limited partnership, at the place designated in this Certificate, 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.

Fredrick Leone Jr.
FREDERICK LEONE, JR.

DATED: 02-09-00

FILED
00 FEB 16 AM 10:25
SECRETARY OF STATE
TREASURER, FLORIDA

CAPITAL CONTRIBUTIONS AFFIDAVIT

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned individual, **BERYL G. ECHLIN**, personally appeared, and, after being first duly sworn, deposed and stated as follows:

- (1) That she is a trustee of both the **BERYL G. ECHLIN TRUST DATED APRIL 26, 1988**, and the **BERYL G. ECHLIN REVOCABLE TRUST DATED JUNE 12, 1972** (the "Trusts").
- (2) That the Trusts are the sole limited partners of the **ECHLIN ENTERPRISES LIMITED PARTNERSHIP**.
- (3) That the Trusts have made initial contributions as limited partners in the aggregate amount of One Million Dollars (\$1,000,000)., and
- (4) That the total anticipated limited partners' contributions is One Million Dollars (\$1,000,000).

**BERYL G. ECHLIN TRUST
DATED APRIL 26, 1988
("Limited Partner")**

By: *Beryl G. Echlin*
**BERYL G. ECHLIN
Trustee**

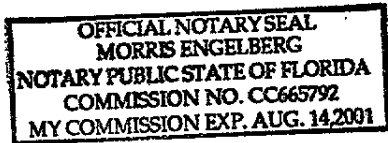
**BERYL G. ECHLIN TRUST
DATED JUNE 12, 1972
("Limited Partner")**


By: *Beryl G. Echlin*
**BERYL G. ECHLIN
Trustee**

FILED
00 FEB 16 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared **BERYL G. ECHLIN**, the person described in the foregoing document as the trustee of the **BERYL G. ECHLIN TRUST DATED APRIL 26, 1988** and of the **BERYL G. ECHLIN TRUST DATED JUNE 12, 1972** (the "Limited Partners"), and who executed the foregoing instrument and they acknowledged before me that they had executed the same.

WITNESS my hand and official seal in the County and State last aforesaid the 7 day of Feb, 2000.




NOTARY PUBLIC

My Commission Expires:

FILED
00 FEB 16 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA