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INFANTINO AND BERMAN  
ATTORNEYS AT LAW

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P. O. Drawer 30  
Winter Park, Florida  
32790-0030

00789-02544-00524-00671  
April 20, 2000

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

Re: McIntosh Associates, Ltd..

Dear Sir:

Enclosed are the following:

1. Certificate of Limited Partnership of McIntosh Associates, Ltd.
2. Affidavit of Capital Contributions (attached as Exhibit A);
3. Designation of Agent to accept Service of Process & Acceptance; and
4. Infantino and Berman check # in the amount of \$87.50 (\$52.50 filing fee and \$35.00 registered agent fee)

Please file the Certificate of Limited Partnership.

Sincerely yours,

*Thomas V. Infantino*

Thomas V. Infantino

TVI:jb  
Enclosures

800A00024037

W-11315  
300003220813--1  
-04/24/00-01116-004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**MJH**

00 MAY 15 AM 9:16  
SECRET  
DIVISION OF CORPORATIONS  
STATE OF FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 3, 2000

THOMAS V. INFANTINO  
INFANTINO AND BERMAN  
P.O. DRAWER 30  
WINTER PARK, FL 32790-0030

SUBJECT: MCINTOSH ASSOCIATES, LTD.  
Ref. Number: W00000011395

We have received your document for MCINTOSH ASSOCIATES, LTD. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Exhibit A is for KERNAN ASSOCIATES, LTD., however, the Certificate of Limited Partnership is for MCINTOSH ASSOCIATES, LTD. Please send an Affidavit of Contributions for the limited partnership being filed.,

**LIMITED PARTNERSHIP CERTIFICATE/APPLICATION BASIC FEES**

Filing fees \$52.50 minimum - \$1750 maximum  
Registered Agent Designation \$35

The filing fee is based on the total amount contributed and anticipated to be contributed by the limited partners as shown in the affidavit at a rate of \$7 per \$1000. The filing fee for an Application to Register a Foreign Limited Partnership is based on the total amount contributed by the limited partners allocated for the purpose of transacting business in the State of Florida at a rate of \$7 per \$1000.

Certified Copy	\$52.50
(15 pages or less, \$1 for each additional page after initial 15 pages)	
Registered Agent/Office Change	\$35
Name Reservation	
(120 days nonrenewable)	\$35
Amendment	

(other than specified)	\$52.50
Affidavit Decreasing Contributions	\$52.50
Affidavit Increasing Contributions	
\$7 per \$1000 on increase only	
(\$52.50 minimum-\$1750 maximum)	
Certificate of Status or Fact	\$8.75
Cancellation	\$52.50
Resignation of Registered Agent	\$87.50
LP Annual Report/Uniform Business Report	
\$7 per \$1000 of invested capital	
(\$52.50 minimum - \$437.50 maximum)	
plus Supplemental Fee of \$138.75	
Reinstatement	
(\$500 for each year or part thereof the	
partnership was revoked plus the delinquent	
annual report/uniform business report fees)	
There is a balance due of \$1697.50.	

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 (850) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 800A00024037

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
McINTOSH ROAD ASSOCIATES, LTD.**

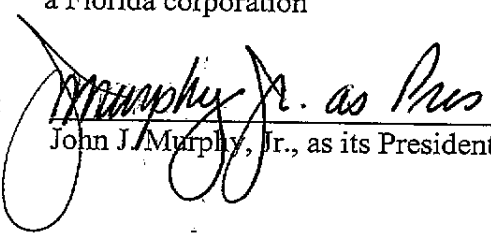
The undersigned, pursuant to the Florida Revised Uniform Limited Partnership Act, does hereby make, acknowledge, and file the following Certificate of Limited Partnership, for the purpose of forming a limited partnership as follows:

1. Name. The name of the Partnership is McIntosh Road Associates, Ltd. (the "Partnership").
2. Address; Name and address of agent for service of process. The Partnership's principal place of business is 1075 West Morse Boulevard, Winter Park, Florida 32789. The name and address of the agent for service of process is Thomas V. Infantino, Suite 7, 180 South Knowles Avenue, Winter Park, Florida 32789.
3. Name and Business Address of the General Partner. The name and business address of the sole general partner is:  
P000000 36918  
Bermuda Partners, Inc.  
1075 West Morse Boulevard  
Winter Park, FL 32789
4. Mailing Address of the Partnership. The mailing address for the Partnership is:  
McIntosh Road Associates, Ltd.  
1075 West Morse Boulevard  
Winter Park, FL 32789
5. The Latest Date Partnership is to Dissolve. The latest date the Partnership is to dissolve is December 31, 2050.
6. Capital Contributions. The Partners have contributed the amounts shown on Part 1 of Exhibit "A" which is the Affidavit Declaring the Amounts of Capital Contributions contributed. Part 2 of said exhibit states the amount of capital anticipated to be contributed by the limited partners.

**IN WITNESS WHEREOF**, this Certificate of Limited Partnership has been duly executed by the general partner hereto as of this ~~10th~~ <sup>MAY</sup> day of April, 2000.

**BERMUDA PARTNERS, INC.,**  
a Florida corporation

By:

 as Pres  
John J. Murphy, Jr., as its President

001 MAY 15 AM 9:16

SECRETARY  
DIVISION OF CORPORATIONS

**EXHIBIT "A"**  
to  
Certificate of Limited Partnership  
of  
McIntosh Road Associates, Ltd.

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Affidavit Declaring the Amounts of Capital Contributions  
contributed and anticipated to be contributed by the limited partners.

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BEFORE ME, the undersigned authority personally appeared JOHN J. MURPHY, JR., who after being duly sworn stated:

1. The amount of capital contributed to McIntosh Road Associates, Ltd., is as stated in Part 1.

**Part 1 Capital Contributed:**

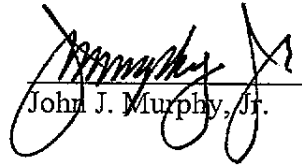
<b><u>Partner Name and Address</u></b>	<b><u>Capital Contribution</u></b>	<b><u>Interest</u></b>
<b><u>General Partner</u></b>		
Bermuda Partners, Inc. 1075 West Morse Boulevard Winter Park, FL 32789	\$ 1.00	50.00%
<b><u>Limited Partner</u></b>		
MLP #1, Ltd. 1075 West Morse Boulevard Winter Park, FL 32789	\$ 1.00	50.00%
	<b><u>\$ 2.00</u></b>	<b><u>100.00%</u></b>

2. The amount of capital anticipated to be contributed to McIntosh Road Associates, Ltd., by the limited partners is as stated in Part 2.

**Part 2 Capital Anticipated to be Contributed by Limited Partners:**

The capital anticipated to be contributed by the limited partners is \$100.

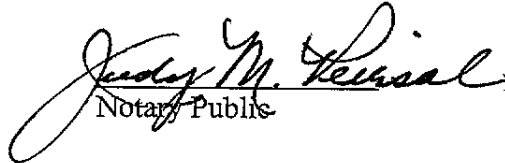
FURTHER AFFIANT SAITH NAUGHT.

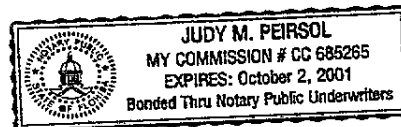
  
John J. Murphy, Jr.

(The execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STATE OF FLORIDA  
COUNTY OF ORANGE

Sworn to and subscribed before me this 10<sup>th</sup> day of May, 2000, by JOHN J. MURPHY, JR., who is personally known to me or who produced N/A as identification.

  
Notary Public



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

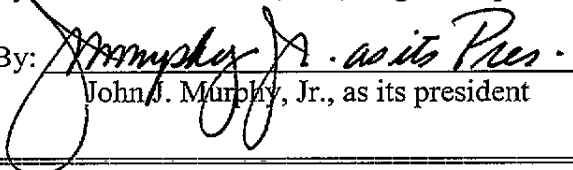
THE UNDERSIGNED FLORIDA LIMITED PARTNERSHIP SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited partnership is McINTOSH ROAD ASSOCIATES, LTD.
2. The name and the Florida street address of the registered agent are:

Thomas V. Infantino  
180 S. Knowles Avenue, Suite 7  
Winter Park, Florida 32789

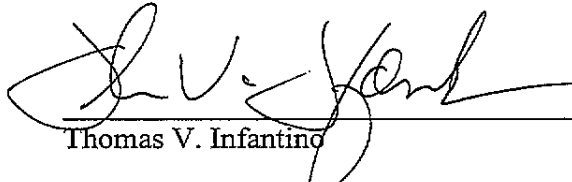
McIntosh Road Associates, Inc.

By: Bermuda Partners, Inc., its general partner

By:  . as its Pres.  
John J. Murphy, Jr., as its president

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*Having been named as registered agent and 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 this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
Thomas V. Infantino