

AUGUST & KULUNAS, P.A.

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JAMES J. FREELAND
OF COUNSEL

June 7, 2000

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

VIA: **FEDERAL EXPRESS**
#8132 0290 6507

Re: Phipard Family Limited Partnership

600003281776--3
-06/08/00-01074-009
***1785.00 ***1785.00

Dear Sir / Madam:

800003296228--6
-06/08/00-01074-009
***1785.00 ***1785.00

Enclosed please find the originals of the following documents for filing:

- 1) Affidavit of Capital Contribution;
- 2) Certificate of Limited Partnership of The Nancy M. Phipard Family Limited Partnership, a Florida Limited Partnership; and
- 3) Acceptance of Appointment as Registered Agent;
- 4) Check in the amount of \$1,785.00, representing the filing fee for the partnership;
- 5) Articles of Incorporation for Phipard, Inc.;
- 6) Designation of Registered Agent for Phipard, Inc; and
- 7) Check in the amount of \$70.00, representing the filing fee for the corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In addition thereto, I would appreciate your stamping the enclosed copies, evidencing your receipt of same, and returning in the overnight envelope provided for your convenience.

Thank you for your attention to this matter.

Very truly yours,

Frances E. Phillips
Frances E. Phillips
Legal Assistant

;fep
Encl.

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|----------------|----------|
| Name | Phil 6-2 |
| Availability | |
| Document | |
| Exhibit | |
| Index | |
| Notes | |
| Address | |
| W. P. W. W. W. | |

**CERTIFICATE OF LIMITED PARTNERSHIP OF
THE NANCY M. PHIPARD FAMILY LIMITED PARTNERSHIP,
A FLORIDA LIMITED PARTNERSHIP**

The undersigned general partner of the NANCY M. PHIPARD FAMILY LIMITED PARTNERSHIP (the "General Partner") desires to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is the NANCY M. PHIPARD FAMILY LIMITED PARTNERSHIP.
2. The address of the office of the Partnership is Nancy M. Phipard, 1630 Lands End, Rd, Manalapan, FL 33462
3. The name and address of the agent for service of process of the Partnership is PHIPARD, INC., Nancy M. Phipard, President, 1630 Lands End, Rd, Manalapan, FL 33462
4. The name and business address of the General Partner is PHIPARD, INC., Nancy M. Phipard, President, 1630 Lands End, Rd, Manalapan, FL 33462 P60-57445
5. The mailing address of the Partnership is Nancy M. Phipard, 1630 Lands End, Rd, Manalapan, FL 33462
6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2045, unless the Partners agree to extend the term.
7. This Certificate shall be effective upon the filing of this Certificate with the State of Florida, Department of State.

This Certificate is duly executed and is being filed in accordance with section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

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 by the General Partner of the Nancy M. Phipard Family Limited Partnership this 23 day of May, 2000.

PHIPARD, INC.

By:

Nancy M. Phipard
NANCY M. PHIPARD, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I, NANCY M. PHIPARD, as President of PHIPARD, INC. which corporation is the General Partner of the NANCY M. PHIPARD FAMILY LIMITED PARTNERSHIP, a Florida limited partnership, hereinafter referred to as the "Partnership," being duly sworn, certifies as follows:

1. The amount of capital contributions to the Partnership made to date by its Limited Partners is zero. The total amount of capital anticipated to be contributed by the Limited Partners to the Partnership at this time totals in excess of \$1,700,000.00.

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

Dated: May 23, 2000.

GENERAL PARTNER:

PHIPARD, INC.

By: Nancy M. Phipard
NANCY M. PHIPARD, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared NANCY M. PHIPARD in her capacity as President of PHIPARD, INC., the General Partner of the NANCY M. PHIPARD FAMILY LIMITED PARTNERSHIP known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contribution, and he acknowledged to me and before me that she executed this Affidavit freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state aforesaid this 23 day of May, 2000.

[SEAL]

Harriett Kay White
Notary Public
State of Florida

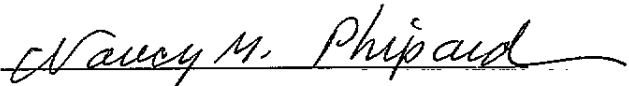
HARRIETT KAY WHITE
Typed or Printed Name of Notary



HARRIETT KAY WHITE
Notary Public, State of Florida
My Commission Expires Oct. 27, 2002
Commission No. CC 778295

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for the NANCY M. PHIPARD FAMILY LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of the registered agent.



NANCY M. PHIPARD, President of
PHIPARD, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA