

**A00000001264**

Ronald J. Zeller, Esq.

Counsel:

James J. Cooney, Esq.  
A. Faxon Henderson, Esq.  
Richard H. Olsen, Esq.  
Jeffrey M. Siskind, Esq.

**ZELLER & ASSOCIATES, P.A.**  
FIRST UNION BANK BUILDING  
411 SOUTH COUNTY ROAD, SUITE 200  
PALM BEACH, FLORIDA 33480  
TELEPHONE : (561) 802-4480  
TELEFAX: (561) 832-1492

Bal Harbour  
Palm Beach  
Tallahassee

August 4, 2000

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

200003348112--6  
-08/07/00--01134--002  
\*\*\*148.75 \*\*\*148.75

Dear Secretary of State:

A-1264

Enclosed please find two originals of the Certificate of Limited Partnership of the R & C Zeller Family Limited Partnership, Ltd., a Florida Limited Partnership and our Trust Account Check in the amount of \$148.75 for the following:

1. \$52.50 for the Filing Fee.
2. \$35.00 for the Registered Agent Designation Fee.
3. \$52.50 for the Certified Copy Fee.
4. \$8.75 for the Certificate of Status Fee.

Please return one date stamped original to me in the self addressed stamped envelope provided along with the Certified Copy and Certificate of Status.

Thank you for your courtesy and cooperation in this matter.

If you should have any questions, please contact me at the above number.

Sincerely,



Ronald J. Zeller, Esq.  
RJZ:stz

w/Enclosures

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TALLAHASSEE FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP  
OF THE  
R & C ZELLER FAMILY LIMITED PARTNERSHIP, LTD.  
A FLORIDA LIMITED PARTNERSHIP

The undersigned General Partner desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states:

1. The name of the limited partnership is the R & C ZELLER FAMILY LIMITED PARTNERSHIP, LTD. ( the " Partnership" ).

2. The address of the office of the Partnership is 411 South County Road, Suite 200, Palm Beach, Florida 33480.

3. The name and address of the Agent for service of process for the Partnership is Ronald J. Zeller, Esq., Zeller & Keihner L.L.P., 411 South County Road, Suite 200, Palm Beach, Florida 33480.

4. The names and addresses of the General Partners is as follows:

Armada Capital Corporation  
411 South County Road  
Suite 200  
Palm Beach, Florida 33480

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5. The mailing address of the Partnership is:

411 South County Road  
Suite 200  
Palm Beach, Florida 33480

6. The latest date upon which the Partnership will dissolve is 2025.

7. Conveyance or encumbrance of real and personal property held in the Partnership name, and any other instrument affecting title to real and personal property in which the Partnership has an interest shall be executed in the Partnership name by the General Partner.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation by the undersigned General Partner 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 Partners of the R & C ZELLER FAMILY LIMITED PARTNERSHIP, LTD. this 24 day of July, 2000.

GENERAL PARTNER:

ARMADA CAPITAL CORPORATION

By: R. J. Zeller, Director

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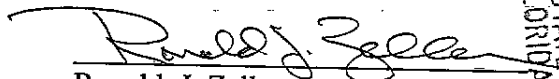
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TALLAHASSEE FLORIDA

**AFFIDAVIT**

Before me, the undersigned authority personally appeared Ronald J. Zeller, who being by me first duly sworn, deposes and says:

1. That I am over the age of eighteen (18) years old.
2. That I am filing this Affidavit pursuant to Florida Statutes Section 620.108.
3. That the initial capital contributions of the limited partners of the R & C ZELLER FAMILY LIMITED PARTNERSHIP, LTD., is \$500.00. That it is expected the limited partners will contribute additional capital to the partnership from time to time and will be filing supplemental affidavits as and when such additional capital contributions are made.
4. That the initial capital contribution of the general partner to the R & C ZELLER FAMILY LIMITED PARTNERSHIP, LTD., is \$500.00. That the general partners may make additional contributions to the partnership from time to time and will file supplemental affidavits as and when such additional capital contributions are made.
5. FURTHER AFFIANT SAYETH NOT.

DATED this 28 day of July, 2000.

  
Ronald J. Zeller

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STATE OF FLORIDA  
COUNTY OF PALM BEACH

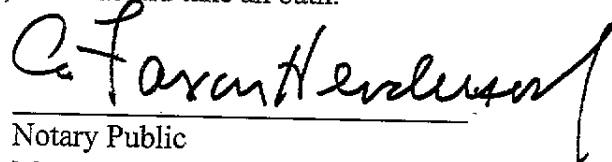
**SWORN TO AND SUBSCRIBED**

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of JULY, 2000, by Ronald J. Zeller, who is personally known to me or who has produced \_\_\_\_\_ as identification, and who did take an oath.

(SEAL)



A. Faxon Henderson, Jr.  
MY COMMISSION # CC707449 EXPIRES  
February 12, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.



Notary Public

My Commission No.: \_\_\_\_\_

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

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for the R & C Zeller Family Limited Partnership, Ltd. (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 Registered Agent.

REGISTERED AGENT

DATED: July 24, 2000

  
\_\_\_\_\_  
Ronald J. Zeller, Esq.

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