

Paul S. Labiner
Attorney and Counselor at Law
Admitted in NY, NJ and Florida

October 2, 2000

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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Suite 422-A
Boca Raton, FL 33431
Tel (561) 998-2362
Fax (561) 998-2358

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-10/05/00-01062-007
***1837.50 ***1837.50

RE: MATSCO FAMILY LIMITED PARTNERSHIP

Enclosed is an original and one (1) copy each of the

1. Certificate Of Limited Partnership of the MATSCO FAMILY LIMITED PARTNERSHIP
2. Acceptance Of Appointment As Registered Agent;
3. Affidavit Of Capital Contributions; and
4. a check payable to State of Florida for **\$1,837.50** which includes:
 - a. \$1750.00 Filing Fee
 - b. 35.00 Designation of Registered Agent
 - c. 52.50 Certified Copy
5. a self-addressed return envelope provided for your convenience.

All documents and correspondence are to be directed to my office. Your time and consideration in this matter are greatly appreciated.

Sincerely,

Paul S. Labiner
Paul S. Labiner, Esq.

dcs
Enclosures

cc: Scott Wheeler

FILED
NO OCT -5 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A00-1545
OK

**CERTIFICATE OF LIMITED PARTNERSHIP OF
MATSCO FAMILY LIMITED PARTNERSHIP**
a Florida limited partnership

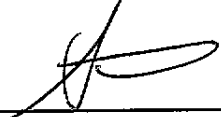
The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Partnership is:
MATSCO FAMILY LIMITED PARTNERSHIP
2. The address of the office of the Partnership is:
7910 N. Upper Ridge Drive
Parkland, FL 33067
3. The name and address of the agent for service of process on the Partnership is:
RODNEY SCOTT WHEELER
7910 N. Upper Ridge Drive
Parkland, FL 33067
4. The name and business address of the general partner is:
MATSCO, CORP.
7910 N. Upper Ridge Drive
Parkland, FL 33067
5. The mailing address of the Partnership is:
7910 N. Upper Ridge Drive
Parkland, FL 33067
6. The latest date upon which the Partnership shall dissolve is September 30, 2010.

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 on behalf of the General Partner of the MATSCO FAMILY LIMITED PARTNERSHIP this 20 day of September, 2000.

GENERAL PARTNER:



RODNEY SCOTT WHEELER, as President of MATSCO, CORP.
General Partner

By: MATSCO FAMILY LIMITED PARTNERSHIP

FILED
00 OCT -5 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

POO-91252

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared **RODNEY SCOTT WHEELER**, as President of **MATSCO, CORP.**, a Florida Corporation, of 7910 N. Upper Ridge Drive, Parkland, FL 33067, General Partner of the **MATSCO FAMILY LIMITED PARTNERSHIP** (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partner(s) is/are, in the aggregate, Two-Million, Three-Hundred Thousand and No/100 (\$ 2,300,000) Dollars.
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

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



RODNEY SCOTT WHEELER, as President of **MATSCO, CORP.**, General Partner

Date: September 28, 2000

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 **RODNEY SCOTT WHEELER**, as President of **MATSCO, CORP.**, who is known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and who acknowledged to me and before me that on behalf of the **MATSCO, CORP.** he executed this Affidavit as General Partner of the **MATSCO FAMILY LIMITED PARTNERSHIP**, this 28 day of September, 2000



NOTARY PUBLIC, State of Florida



PAUL LABINER
My Comm Exp 4/03/2001
Bonded by Service Ins.
No. CC635847
(☒ Personally Known () Other I.D.

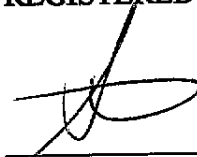
RODNEY SCOTT WHEELER is Personally known
OR Produced Identification _____

FILED
00 OCT -5 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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

REGISTERED AGENT:



RODNEY SCOTT WHEELER

FILED

00 OCT -5 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA