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TALLAHASSEE, FLORIDA

1.) Big Sur, Ltd.  
(CORPORATE NAME & DOCUMENT #)

2.)  
(CORPORATE NAME & DOCUMENT #)

3.)  
(CORPORATE NAME & DOCUMENT #)

4.)  
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SPECIAL INSTRUCTIONS

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DIVISION OF CORPORATION

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
BIG SUR, LTD.**

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Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, the undersigned, desiring to form a limited partnership, hereby states the following:

1. The name of the Partnership is Big Sur, Ltd.
2. The character of the business to be conducted by the Partnership is to engage in the business of investing in various security instruments related to entities and real estate in the United States of America and for any other lawful business activity. The Partnership shall have the power and authority to purchase, own, hold and/or sell various securities, including but not limited to stocks, bonds, limited partnership interests, and real estate. The Partnership shall also have the power to pledge, lien and encumber the securities it owns in connection with its ownership and execute any and all ancillary documents related to such encumbrance.
3. The location and mailing address of the principal place of business of the Partnership is 1904 Miccosukee Road #9, Tallahassee, Florida 32308.
4. The term for which the Partnership is to exist shall commence on the date this Certificate of Limited Partnership is filed, and shall continue until the close of business on December 31, 2050, unless sooner terminated by consent of the General Partner and Limited Partners or pursuant to the terms and conditions of the Limited Partnership Agreement.

5. The name, place of business, units and percentage of shares of the General Partner is:

Marek Asset Advisors, Inc.  
1904 Miccosukee Road #9  
Tallahassee, Florida 32308

Units

1

Percentage  
Owned

1.0%

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6. The General Partner shall be required to make an initial capital contribution of cash in the total amount of \$10.00.

7. The Limited Partners shall be required to make an initial total capital contribution of securities or cash in the total amount of \$990.00.

8. The Limited Partners shall be required to make additional capital contributions upon call by the General Partner in accordance with their percentage ownership of units.

9. The Limited Partners shall not be entitled to the return of its capital contributions except by virtue of distributions pursuant to the Partnership Agreement or upon dissolution of the Partnership.

10. The share of the profits or other compensation by way of income which the Limited Partners shall receive by reason of its capital contributions is a total of ninety-nine percent (99%).

11. The Limited Partners each have the right to substitute an assignee of its Partnership interest as a contributor in its place only with the written consent of the General Partner and the majority of the other Limited Partners, if any, and upon the following terms and conditions: executing an instrument of assignment and filing same with the General Partner, obtaining the consent of the majority of the Limited Partners, executing any additional instruments the General Partner deems necessary, and paying to the Partnership all costs involved in making this amendment.

12. The General Partner has the right, with the consent of the majority of the Limited Partners, to admit additional Limited Partners.

13. Upon adjudication of bankruptcy or filing of a petition under the Federal Bankruptcy Act, withdrawal or removal of the General Partner, or the death or adjudication of incompetency of the General Partner, the Partnership will be dissolved unless within sixty (60) days after such event the Limited Partners elect to continue the business of the Partnership and select a substitute General Partner who agrees in writing to accept such selection.

14. No right is given to the Limited Partners to demand and receive property other than cash in return for their contributions. However, upon dissolution there may be Partnership property distributed in kind pursuant to the terms of the Partnership Agreement.

IN WITNESS WHEREOF, we have hereunto set our hands this 28th day of October, 2000, effective upon filing with the Florida Secretary of State.

"General Partner"

MAREK ASSET ADVISORS, INC.,  
a Florida corporation

By: Deborah A. Picou  
Deborah Anne Picou, as its President

STATE OF New York  
COUNTY OF Nassau

The foregoing instrument was acknowledged before me this 28 day of October, 2000, by Deborah Ann Picou, as the President of Marek Asset Advisors, the General Partner of Big Sur, Ltd., a Florida limited partnership, on behalf of said corporation and limited partnership.

☒ Personally known to me.

☒ Produced identification:

Type: Driver License

John F. Coffey  
Notary Public



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TALLAHASSEE, FLORIDA**LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION  
OF BIG SUR, LTD.**

In compliance with Section 620.105, Florida Statutes, the following is submitted:

First, that Big Sur, Ltd., with its place of business at 1904 Miccosukee Road #9, Tallahassee, Florida 32308, has named Robert P. Saltzman, 222 S. Pennsylvania Ave., #200, Winter Park, FL 32789, as its agent to accept service of process within the State of Florida.

**MAREK ASSET ADVISORS, INC.,**  
a Florida corporation

By: X Deborah A. Picou  
Deborah Anne Picou, as its President

Date: OCTOBER 28, 2000

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 comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192, Florida Statutes.

Robert Saltzman  
Registered Agent

Date: 11/1/00

**AFFIDAVIT FOR CERTIFICATE OF  
LIMITED PARTNERSHIP OF  
BIG SUR, LTD.**

STATE OF New York  
COUNTY OF NASSAU

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 620.108 Florida Statutes, before me, the undersigned authority, this day personally appeared Deborah Ann Picou, as the President of Marek Asset Advisors, the General Partner of Big Sur, Ltd., a Florida limited partnership, ( hereinafter referred to as "Affiant"), who being first duly sworn, depose and say:

1. That the total capital contribution by the Limited Partners to Big Sur, Ltd. is \$990.00.
2. That the anticipated total capital contribution by the Limited Partners to Big Sur, Ltd. is \$990.00.

**FURTHER AFFIANT SAYETH NAUGHT.**

Deborah A. Picou  
DEBORAH A. PICO

**SWORN TO AND SUBSCRIBED** before me  
on this 28 day of October, 2000 by  
Deborah A. Picou.

John F. Coffey  
Notary Public

[Seal]

☒ Personally known to me.

☒ Produced identification:

Type: Driver License

