

(949) 442-9191
FAX: (949) 442-9199

LAW OFFICES OF
JEFFREY R. MATSEN & ASSOCIATES
500 Birch Street
Newport Beach, California 92660

e-mail: jeffreymatsen@yahoo.com
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December 7, 2000

Via Federal Express

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Florida Capital Partners, Ltd.

Dear Sir or Madame:

Enclosed for filing are the original and two copies of a Certificate of Limited Partnership and Affidavit of Capital Contributions for Florida Limited Partnership for Florida Cardinal Partners, Ltd. Also enclosed is our check made payable to the Department of State for \$1,837.50 for fees as follows:

1. Filing Fee for Certificate and Affidavit	\$1,750.00
2. Fee for Designation of Registered Agent	\$ 35.00
3. Fee for Certified Copy of Certificate of Limited Partnership	\$ 52.50
	<u>\$1,837.50</u>

FILED
NO DEC 22 PM 5:00
SECRETARY OF STATE
FLORIDA

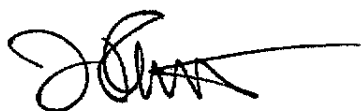
Please send one conformed Certificate of Limited Partnership and Affidavit along with the Certified copy of the Certificate to the undersigned in the pre-addressed and pre-paid Federal Express envelope provided.

Should you have any questions with respect to the foregoing, please contact the undersigned at (949) 442-9191.

Thank you for your cooperation and assistance.

Very truly yours,

JEFFREY R. MATSEN & ASSOCIATES



JEFFREY R. MATSEN
JRM:hh
Enclosures

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 12, 2000

JEFFREY MATSEN
5001 BIRCH STREET
NEWPORT BEACH, CA 92660

SUBJECT: FLORIDA CARDINAL PARTNERS, LTD.
Ref. Number: W00000029159

We have received your document for FLORIDA CARDINAL PARTNERS, LTD. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 800A00062670

FILED
00 DEC 22 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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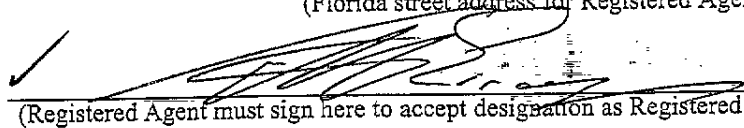
JEFFREY R. MATSEN & ASSOCIATES



JEFFREY R. MATSEN
JRM:hh
Enclosures

FILED
NOV 22 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

1. Florida Cardinal Partners, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 3339 Cardinal Dr., Vero Beach, Florida 32963
(Business address of Limited Partnership)
3. Tim Essaye
(Name of Registered Agent for Service of Process)
4. 3339 Cardinal Dr., Vero Beach, Florida 32963
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 3339 Cardinal Dr., Vero Beach, Florida 32963
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2050

8. Name(s) of general partner(s):

Street address:

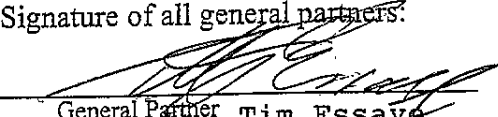
Tim Essaye

3339 Cardinal Dr., Vero Beach, FL 32963

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 7th day of November ~~December~~ December, ~~xx~~ 2000

Signature of all general partners:


General Partner Tim Essaye

General Partner

General Partner

General Partner

General Partner

General Partner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of Florida Cardinal
Partners, LTD

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 0.

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 5,000,000.

Signed this 7th day of November December, ~~19~~ 2000.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the
contents thereof and that the facts stated herein are true and correct.


General Partner Tim Essaye

General Partner

General Partner

General Partner

General Partner

General Partner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA