

A010000000062

TRANSMITTAL LETTER - LIMITED PARTNERSHIP CERTIFICATE

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

SUBJECT: Raybore, Ltd.

(Proposed limited partnership name - must include suffix)

Enclosed is an original and one (1) copy of the Limited Partnership Certificate and a check for:

Filing Fees:	\$140.00
Registered Agent Designation:	\$ 35.00
Certified Copy:	\$ 52.50
Total	\$227.50

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-12/19/00--01023--001  
\*\*\*\*227.50 \*\*\*\*227.50

FROM: Leigh Anne Albertini

Name (Printed or typed)

c/o SWART BAUMRUK & COMPANY, LLP  
717 East Oak Street

Address

Kissimmee, FL 34744

City, State & Zip

(407) 847-7466

Daytime Telephone Number

W-30068

FILED  
01 JAN 12 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the Limited Partnership Certificate.

tp



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 26, 2000

LEIGH ANNE ALBERTINI  
% SWART BAUMRUK & COMPANY, LLP  
717 EAST OAK STREET  
KISSIMMEE, FL 34744

SUBJECT: RAYBORE, LTD.  
Ref. Number: W00000030068

We have received your document for RAYBORE, LTD. and your check(s) totaling \$227.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 620.108, Florida Statutes, an affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners must accompany the certificate of limited partnership. The affidavit must be signed by all general partners.

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) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 300A00064362

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TALLAHASSEE FLORIDA

## Limited Partnership Certificate

Raybore, Ltd.

### I. Name

The name of this limited partnership shall be Raybore, Ltd.

### II. Business

This limited partnership is organized for the purpose of purchasing and leasing directional bore equipment and conducting a general business related to such purpose. No other property or assets of any kind may be purchased by the partnership, nor may the partnership engage in any other trade or business, without a unanimous vote of the partners.

### III. Principal Place of Business

The location of the principal place of business of this limited partnership is 2655-B Old Dixie Hwy., Kissimmee, FL 34744

### IV. Registered Agent

The registered agent and registered agent's address for service of process for this limited partnership is Andy J. Baumruk, CPA, 717 East Oak Street, Kissimmee, FL 34744.

I am familiar with and accept the duties and responsibilities of Registered Agent for this limited partnership.

  
\_\_\_\_\_  
Andy J. Baumruk, CPA

### V. Term

The limited partnership shall begin its business when a minimum of \$20,000 of limited partnership capital has been received and will continue for ten years thereafter unless sooner dissolved by law or by the liquidation of all limited partnership interests. The term of this limited partnership may be extended at the discretion of the general partner beyond ten years but in no event will the limited partnership be extended beyond December 31, 2015.

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FLORIDA

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VI. General Partner

The general partner of this limited partnership is Rayken, Inc., a Florida Corporation, and the address of the general partner is 2655-B Old Dixie Hwy., Kissimmee, FL 34744.

VII. Partnership Capital

The limited partnership will have 1,000 units of limited partnership available to investors at a price of \$1,000 per unit. The minimum investment will be \$10,000 with additional units available in \$1,000 increments.

VIII. Profit Allocation

Each partner will have an interest in the assets, liabilities, income, expenses, profits and losses of the partnership in proportion to their limited partnership units owned, and will contribute their prorata share of initial capital and additional capital as may be required to purchase the directional bore equipment and to maintain and protect the partnership's interest in that equipment. All partners will receive monthly distributions pro-rata based on their limited partnership units owned. The partnership will distribute profits each month from partnership cash flow except for amounts deemed necessary by the general partner to fund the monthly operations of the partnership.

IX. Assignments

If any partner is unable or unwilling to contribute his pro rata share of capital or fails to fulfill any part of this agreement, or desires to terminate his interest in the partnership prior to the sale of the equipment, he will be paid the balance in his capital account as full and complete liquidation and satisfaction of his partnership interest. In such event, each of the remaining partners will contribute their pro rata share of any amount necessary to fund such liquidation and each will assume his pro rata share of the departing partner's interest in the partnership.

Limited partners may not sell or otherwise transfer all or any part of his interest in the partnership to a third party without the express written consent of the general partner and the other limited partners and must give the general and other limited partners a 120 day opportunity to purchase such interest at the same price and terms offered by the third party. Any third party who desires to acquire an interest in the partnership will be required to sign a written statement agreeing to all of the terms and conditions of this partnership agreement, and any amendments thereto, before approval is granted to purchase or otherwise acquire a partnership interest.

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SECRETARY OF STATE

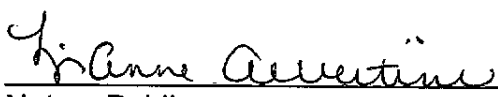
In Witness Whereof, the undersigned representative of the general partner has executed this Certificate of Limited Partnership this 15th day of December, 2000.

  
\_\_\_\_\_  
Tom Kennedy  
President, Rayken, Inc.

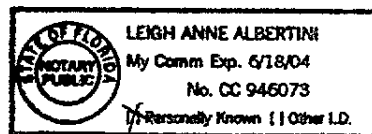
State of Florida  
County of Osceola

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above personally appeared Tom Kennedy, know to me to be the person who executed the foregoing limited partnership certificate, and he acknowledged before me that he executed that certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 15th day of December, 2000.

  
\_\_\_\_\_  
Notary Public

My commission expires:



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TALLAHASSEE FLORIDA

Affidavit of Capital Contributions

The undersigned, Tom Kennedy, hereby affirms that:

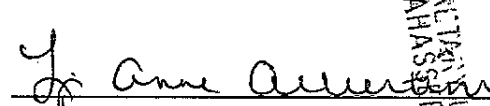
1. I represent the general partner of Raybore, Ltd, who is Rayken, Inc., a Florida corporation.
2. The total amount of capital contributions to date of the limited partners is \$20,000.  
The total anticipated contributions of limited partners is \$20,000.

  
\_\_\_\_\_  
Tom Kennedy  
President, Rayken, Inc..

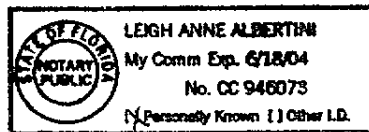
State of Florida  
County of Osceola

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above personally appeared Tom Kennedy, know to me to be the person who executed the foregoing Affidavit, and he acknowledged before me that he executed that Affidavit.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 15th day of December, 2000.

  
\_\_\_\_\_  
Notary Public

My commission expires:



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TALLAHASSEE FLORIDA