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CERTIFICATE OF LIMITED PARTNERSHIP OF Stein, Ltd. 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 STEIN, LTD.
- 2. The address of the office of the Partnership is 5133 Castello Drive, Suite 1, Naples, FL 34103.
- 3. The name and address of the agent for service of process on the Partnership is Michael J. Stein, whose address is 5133 Castello Drive, Suite 1, Naples, FL 34103.
- 4. The name and business address of the sole general partner is Michael J. Stein, whose address is 5133 Castello Drive, Suite 1, Naples, FL 34103.
- 5. The mailing address of the partnership is 5133 Castello Drive, Suite 1, Naples, FL 34103.
- 6. The latest date upon which the Partnership shall dissolve is June 15, 2050.

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 sole General Partner of STEIN, LTD. this _/5 __ day of ______, 2001.

GENERAL PARTNER:

⁄Michael J. Steih

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
STATE OF FLORIDA COUNTY OF
BEFORE ME, the undersigned authority, personally appeared MICHAEL J. STEIN, the sole general partner of STEIN, LTD., (the "Partnership"), who, upon being duly sworn, certified as follows:
1. The amount of capital contributions to the Partnership made by the millimited partners is, in the aggregate, Two Hundred Thousand and no/100 Dollars (\$200,000.00).
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.
Michael J. Stein
Date: <u>February 15</u> , 2001
BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and take acknowledgments in and for the State and County set forth above, personally appeared MICHAEL J. STEIN who is personally known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as the sole General Partner of Stein, Ltd.
IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this / S day of <u>February</u> /5 _, 2001.
(Notarial Seal) Notary Public Print Name:

A. DOUGLAS GRACE JR.
Notary Public - State of Florida
My Commission Expires Feb 15, 2004
Commission # CC910798

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for Stein, Ladia 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:

Michael J. Stein