

AD1000000378

MAYNARD ABRAMS  
(916) 1992

PAUL B. ANTON  
(927) 1981

MITCHELL D. ADLER  
LAURENCE I. BLAIR  
MILTON S. BLAUT  
ALAN B. COHN  
MAURICE M. GARCIA  
GENE K. GLASSER  
WILLIAM S. KRAMER  
M. KEITH LIPSCOMB  
LEONARD ROBBINS

KENNETH A. RUBIN  
REUBEN M. SCHNEIDER  
PETER R. SIEGEL  
MARC JAY TANNEN  
JACK F. WEINS  
DAVID WEISMAN

OF COUNSEL  
STANLEY D. GOTTSEGEN

2021 TYLER STREET  
HOLLYWOOD, FLORIDA 33020  
CORRESPONDENCE TO:  
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(DIRECT TO BOCA RATON OFFICE ONLY)

REPLY TO: HOLLYWOOD

FILE NO.: STIH-0013

☆ Board Certified Tax Lawyer  
□ Board Certified Estate Planning  
and Probate Lawyer  
○ Board Certified Real Estate Lawyer

± Member of D.C. Bar  
§ Member of N.Y. Bar  
† Member of Ohio Bar

march 5, 2001

NJH

Secretary of State  
Divisions of Corporations  
409 East Gaines Street  
Tallahassee, FL 32309

100003250861--9  
-03/13/01--01086--003  
\*\*\*1837.50 \*\*\*1837.50

Re: *Harry L. Stillman Family Ltd.*  
*Alice Stillman Family Ltd.*

Dear Sir/Madam:

Enclosed are the following:

1. Original and one copy of the Certificate of Limited Partnership for *Harry L. Stillman Family Ltd.*, together with a check in the amount of \$1,837.50.
2. Original and one copy of the Certificate of Limited Partnership for *Alice Stillman Family Ltd.*, together with a check in the amount of \$1,837.50.

Please file each Certificate of Limited Partnership and return a certified copy of each Certificate to me as soon as the filing has been accomplished.

Very truly yours,

Alan B. Cohn

ABC:jah  
Enclosures

FILED  
01 MAR 13 PM 3:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

01 MAR 13 PM 3:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

OF

HARRY L. STILLMAN FAMILY LTD.,

a Florida Limited Partnership

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

1. The name of the partnership is HARRY L. STILLMAN FAMILY LTD.

2. The address of the office of the partnership is c/o Harris Trust/Bank of Montreal--Attention: Christopher J. Dembek, 777 South Flagler Drive, Suite 140, West Palm Beach, Florida 33401.

3. The name and address of the agent for service of process on the partnership is Christopher J. Dembek, Harris Trust/Bank of Montreal, 777 South Flagler Drive, Suite 140, West Palm Beach, Florida 33401.

4. The name and business address of the General Partner(s) and the mailing address of the partnership are H. Stillman LLC, c/o Harris Trust/Bank of Montreal--Attention: Christopher J. Dembek, 777 South Flagler Drive, Suite 140, West Palm Beach, Florida 33401. 401-1774

5. The latest date upon which the partnership shall dissolve is December 31, 2051.

6. No Limited Partner shall be entitled to withdraw or demand the return of any part of its capital contribution except upon dissolution of the partnership.

7. All annual net profits of the partnership shall be divided among the partners in the same proportions as the partners' then capital accounts unless retained for partnership investments and business activities.

8. There is no priority of any one (1) Limited Partner over another with respect to the contributions or compensation by way of income.

9. A Limited Partner may not demand property other than cash in return for its contributions.


The execution of this Certificate by the undersigned General Partner(s) constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

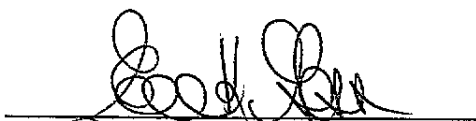
IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner(s) of HARRY L. STILLMAN FAMILY LTD. this 31<sup>st</sup> day of January, 2001.

Witnesses:

GENERAL PARTNER(S):

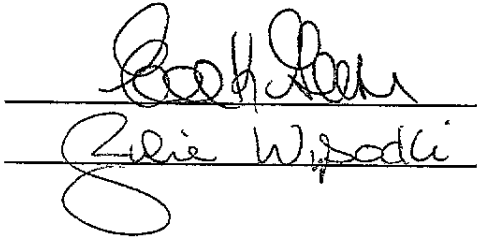
H. STILLMAN LLC

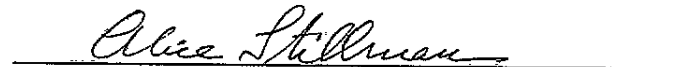
By:   
CHRISTOPHER J. DEMBEK, of HARRIS  
TRUST/BANK OF MONTREAL, as Co-Trustee  
of the Trust Under Agreement of  
Harry L. Stillman dtd. 5/1/89,  
Alice Stillman Trust A2

  
Julie Woodli

(Signatures continued on following page.)


(Signatures continued from previous page.)

  
Julie Wisodli

  
ALICE STILLMAN, as Co-Trustee  
of the Trust Under Agreement of  
Harry L. Stillman dtd. 5/1/89,  
Alice Stillman Trust A2

Having been named as registered agent for HARRY L. STILLMAN FAMILY LTD. a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

  
CHRISTOPHER J. DEMBEK,  
Senior Vice President  
of HARRIS TRUST/BANK OF MONTREAL

ABC:jbr

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF PALM BEACH            )

BEFORE ME, the undersigned, personally appeared CHRISTOPHER J. DEMBEK of Harris Trust/Bank of Montreal, as Co-Trustee of the Trust Under Agreement of Harry L. Stillman dated 5/1/89, Alice Stillman Trust A2 and Alice Stillman as Co-Trustee of the Trust Under Agreement of Harry L. Stillman dated 5/1/89, Alice Stillman Trust A2 on behalf of H. STILLMAN LLC, the General Partner(s) of HARRY L. STILLMAN FAMILY LTD., a Florida limited partnership, who, upon being duly sworn, certifies as follows:

\$17,201,727.75

The amount of capital contributions to the partnership made by all of the Limited Partners is as follows:

The amount of additional capital contribution anticipated to be contributed by each Limited Partner is as follows:

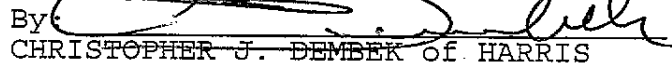
-0-


FURTHER, AFFIANT SAYETH NAUGHT.

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.

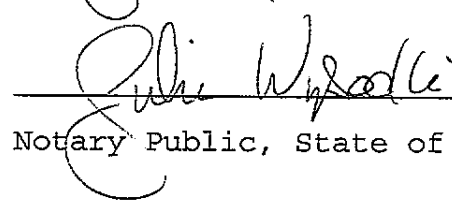
GENERAL PARTNER(s) :

H. STILLMAN LLC

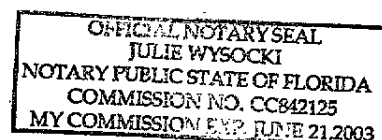
By:   
CHRISTOPHER J. DEMBEK of HARRIS  
TRUST/BANK OF MONTREAL, as Co-Trustee  
of the Trust Under Agreement of  
Harry L. Stillman dtd. 5/1/89,  
Alice Stillman Trust A2

  
ALICE STILLMAN, as Co-Trustee  
of the Trust Under Agreement of  
Harry L. Stillman dtd. 5/1/89,  
Alice Stillman Trust A2

The foregoing Affidavit was subscribed and acknowledged before me by CHRISTOPHER J. DEMBEK of HARRIS TRUST/BANK OF MONTREAL as Co-Trustee of the Trust Under Agreement of Harry L. Stillman dtd. 5/1/89, Alice Stillman Trust A2 and ALICE STILLMAN, as Co-Trustee of the Trust Under Agreement of Harry L. Stillman dtd. 5/1/89, Alice Stillman Trust A2 on behalf of H. STILLMAN LLC, who is personally known to me or who has produced \_\_\_\_\_ as identification, on this 31<sup>ST</sup> day of January, 2001.

  
Notary Public, State of Florida

My Commission Expires:



The foregoing Affidavit was subscribed and acknowledged before me by ALICE STILLMAN, as Co-Trustee of the Trust Under Agreement of Harry L. Stillman dtd. 5/1/89, Alice Stillman Trust A2 on behalf of H. STILLMAN LLC, who is personally known to me or who has produced \_\_\_\_\_ as identification, on this 31<sup>ST</sup> day of January, 2001.

Julie Wysocki  
Notary Public, State of Florida

My Commission Expires:

