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FRESE, NASH & HANSEN, P.A.
ATTORNEYS AT LAW

Gary B. Frese †
Charles Ian Nash * §
Gregory S. Hansen ‡
J. Patrick Anderson †
Laura L. Anderson *
Patrick F. Roche
Stephen P. Heuston *
Allan P. Whitehead
Lisa L. Hogreve
Kevin J. Sandor
Keith S. Kromash

930 S. Harbor City Boulevard
Suite 505
Melbourne, Florida 32901

Tel: (321) 984-3300
Fax: (321) 951-3741

† Board Certified in Tax Law
* Board Certified in Wills,
Trusts and Estates Law
‡ Board Certified in Civil Trial Law
◇ Board Certified in Real Estate Law
§ Fellow, American College of Trust
and Estate Counsel

March 15, 2001

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Zemkoski Family Partnership, Ltd.
Our File No. 99-1522

Dear Sir/Madam:

100003878511--8
-03/19/01--01161--004
***1890.00 ***1890.00

Enclosed please find an original Certificate of Limited Partnership with the required Affidavit and Certificate of Designation of Registered Agent for the above-referenced limited partnership. Also enclosed is a check made payable to the Florida Department of State in the amount of \$1,890.00, representing \$1,750.00 for the filing fee, \$105.00 for certified copies and \$35.00 for the registered agent filing fee. Once the enclosed documents have been filed, please provide us with two certified copies of the Certificate of Limited Partnership in the enclosed pre-addressed stamped envelope.

Should you have any questions, please do not hesitate to contact my office.

Very truly yours,

FRESE, NASH & HANSEN, P.A.

Charles Ian Nash

CIN/sz
Enclosures as stated

cc: Rex E. Moule, Esq. (w/enc.)

A01-403
QR

FILED
MAR 19 PM 4:26
TALLAHASSEE, FLORIDA
CLERK OF SUPERIOR COURT

CERTIFICATE OF LIMITED PARTNERSHIP
OF THE ZEMKOSKI FAMILY PARTNERSHIP, LTD.

1.

The name of the Limited Partnership is Zemkoski Family Partnership, Ltd.

2.

The registered office of the Limited Partnership is located at 601 E. Strawbridge Avenue, Melbourne, Florida 32901, and the initial agent for service of process for the Partnership is Rex E. Moule, Esquire, whose address is the same as that of the registered office of the Partnership.

3.

The mailing address for the Limited Partnership is to the attention of Rex E. Moule, Esq., 601 E. Strawbridge Avenue, Melbourne, Florida 32901.

THE LIMITED PARTNERSHIP INTERESTS IN ZEMKOSKI FAMILY PARTNERSHIP, LTD. (THE "INTERESTS") ARE SUBJECT TO THE RESTRICTIONS ON TRANSFER SET FORTH IN ARTICLE 14 OF THIS AGREEMENT. THE INTERESTS HAVE BEEN ACQUIRED FOR INVESTMENT AND HAVE NOT BEEN REGISTERED UNDER (i) THE FLORIDA SECURITIES AND INVESTORS PROTECTION ACT, AS AMENDED (THE "FLORIDA ACT"), IN RELIANCE UPON THE EXEMPTION PROVIDED IN SECTION 517.061 OF FLORIDA STATUTES, (ii) UNDER ANY OTHER STATE SECURITIES LAWS, OR (iii) UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "FEDERAL ACT"). NEITHER THE INTERESTS NOR ANY PART THEREOF MAY BE OFFERED FOR SALE, PLEDGED, HYPOTHECATED, SOLD, ASSIGNED OR TRANSFERRED AT ANY TIME EXCEPT IN COMPLIANCE WITH THE TERMS AND CONDITIONS OF ARTICLE 14 OF THIS AGREEMENT AND (I) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE FLORIDA ACT OR IN A TRANSACTION THAT IS EXEMPT FROM REGISTRATION UNDER THE FLORIDA ACT, (II) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER ANY OTHER APPLICABLE STATE SECURITIES LAWS OR IN A TRANSACTION THAT IS EXEMPT FROM REGISTRATION UNDER SUCH SECURITIES LAWS OR THAT IS OTHERWISE IN COMPLIANCE WITH SUCH SECURITIES LAWS, AND (iii) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE FEDERAL ACT OR IN A TRANSACTION THAT IS EXEMPT FROM REGISTRATION UNDER THE FEDERAL ACT OR THAT IS OTHERWISE IN COMPLIANCE WITH THE FEDERAL ACT.

FILED

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4.

The names and business address of the general partner of the Limited Partnership is as follows:

1. Zemkoski Management Corp.
c/o Rex E. Moule, Esq.
601 E. Strawbridge Avenue
Melbourne, Florida 32901

PO-50092

5.

The latest date on which the Limited Partnership is to dissolve is December 31, 2050.

Executed on the date indicated by the General Partner of the Zemkoski Family Partnership, Ltd.

GENERAL PARTNER

DATE EXECUTED

Zemkoski Management Corp.


By: 
Frank R. Zemkoski, President


Nov. 21 - 00
FILED
MAR 19 PM 4 26
SECRETARY OF STATE
FLORIDA

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this date before me, an officer duly authorized in the State aforesaid and the County aforesaid, to take acknowledgments, personally appeared Frank R. Zemkoski, the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same. He produced a Florida driver's license as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 21st day of November, 2000.


NOTARY PUBLIC
State of Florida at Large
My Commission Expires:

 Rex E. Moule
My Commission CC902750
Expires February 16, 2004

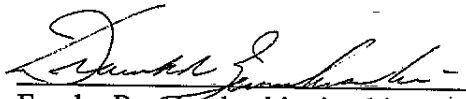
AFFIDAVIT

BREVARD COUNTY:
STATE OF FLORIDA: ss

Personally appeared this day before me, the undersigned officer duly authorized in the County and State last aforementioned to take acknowledgments and administer oaths, Frank R. Zemkoski, as trustee of a trust created by and between Frank R. Zemkoski, as the Grantor, and Frank R. Zemkoski, in his capacity as President of Zemkoski Management Corp., a Florida corporation, which is the General Partner of Zemkoski Family Partnership, Ltd., who, after being duly sworn, deposes and says:

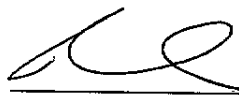
1. That Affiant is over the age of eighteen (18), otherwise competent to make this Affidavit and has personal knowledge of the matters set forth in this Affidavit.
2. Zemkoski Family Partnership, Ltd., formed under the laws of the State of Florida, pursuant to a written limited partnership agreement, has one (1) general partner and two (2) limited partners.
3. The amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners is \$ 680,000.00.


FURTHER, AFFLIANT SAYETH NAUGHT.


Frank R. Zemkoski, in his capacity as President of Zemkoski Management Corp., a Florida corporation, which is the General Partner of Zemkoski Family Partnership, Ltd.

STATE OF FLORIDA
COUNTY OF BREVARD

SWORN TO and subscribed before me this 21st day of November, 2000, by Frank R. Zemkoski, as trustee of a trust created by and between Frank R. Zemkoski, in his capacity as President of Zemkoski Management Corp., a Florida corporation, which is the General Partner of Zemkoski Family Partnership, Ltd., who is personally known to me or who produced a Florida Driver's License as identification.


Notary Public
State of Florida at Large

 Rex E. Moule
My Commission CC902750
Expires February 16, 2004

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 620.105, FLORIDA STATUTES, THE UNDERSIGNED LIMITED PARTNERSHIP, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited partnership is

Zemkoski Family Partnership, Ltd.

2. The name and address of the registered agent and office is:

REX E. MOULE, ESQUIRE
601 E. STRAWBRIDGE AVENUE
MELBOURNE, FLORIDA 32901

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Rex E. Moule, Registered Agent

12/15/20

Date

FILED
01 MAR 19 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA