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LAW OFFICE OF  
*Linda L. Snelling, P.A.*

165 EAST BOCA RATON ROAD  
BOCA RATON, FLORIDA 33432

TEL (561) 392-2396 · FAX (561) 394-6102

May 17, 2001

VIA FEDERAL EXPRESS #8282 0257 0003

Corporations  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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-05/18/01--01056--003  
\*\*\*1837.50 \*\*\*1837.50

Re: Certificate of Limited Partnership of Varkas Family Partnership, L.P.

Dear Madam/Sir:

Enclosed herein please find the following:

1. An original and one copy of the Certificate of Limited Partnership of Varkas Family Partnership, L.P., together with the Affidavit of Capital Contributions attached thereto as Exhibit "B";
2. A check in the amount of \$1,837.50 representing the filing fee for a Limited Partnership with contributions of \$1,331,632.00, and the fee for a certified copy of the Certificate of Limited Partnership;
3. Return Federal Express Airbill and Envelope.

FILED  
01 MAY 29 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please return the certified copy of the Certificate of Limited Partnership in the Federal Express envelope enclosed. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

*Linda L. Snelling*

Linda L. Snelling

LLS/gmv  
Enclosures

A01-11-133  
R



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 23, 2001

LINDA SNELLING  
165 EAST BOCA RATON ROAD  
BOCA RATON, FL 33432

SUBJECT: VARKAS FAMILY PARTNERSHIP, L.P.  
Ref. Number: W01000011764

We have received your document for VARKAS FAMILY PARTNERSHIP, L.P. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

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: 701A00031784

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TALLAHASSEE, FLORIDA

LAW OFFICE OF  
*Linda L. Snelling, P.A.*

165 EAST BOCA RATON ROAD  
BOCA RATON, FLORIDA 33432

TEL (561) 392-2396 - FAX (561) 394-6102

May 25, 2001

**VIA FEDERAL EXPRESS #8282 0256 9960**

Ms. Tammi Cline  
Document Specialist  
Corporations  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

**Re: Certificate of Limited Partnership of Varkas Family Partnership, LTD.  
Reference Number: W01000011764  
Letter Number: 701A00031784**

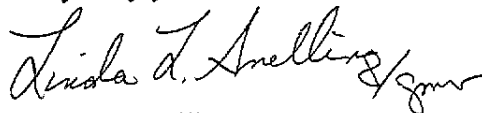
Dear Ms. Cline:

Reference is made to your letter dated May 23, 2001 (copy enclosed) regarding the above-referenced matter wherein you returned the Varkas Family Limited Partnership documentation and acknowledged receipt of our check totaling \$1,837.50, but did not return the check with your letter.

Enclosed herein are an original and one copy of the Certificate of Limited Partnership of Varkas Family Partnership, LTD., together with the Affidavit of Capital Contributions attached thereto as Exhibit "B", revised to reflect the suffix LTD. Also enclosed is a return Federal Express Airbill and Envelope.

Please return the certified copy of the Certificate of Limited Partnership in the Federal Express envelope enclosed. Should you have any questions, please do not hesitate to contact me.

Very truly yours,



Linda L. Snelling

LLS/gmv  
Enclosures

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**VARKAS FAMILY PARTNERSHIP, LTD.  
a FLORIDA Limited Partnership**

The undersigned General Partner desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is VARKAS FAMILY PARTNERSHIP, LTD. (the "Partnership").
2. The address of the office of the Partnership is 199 Ocean Lane Drive, Apartment #1100, Key Biscayne, Florida 33149.
3. The name and address of the agent for service of process of the Partnership is:

EDITH S. VARKAS  
199 Ocean Lane Drive  
Apartment #1100  
Key Biscayne, Florida 33149

4. The name and address of the General Partner is as follows:

General Partner:

FULCRUM, INC.  
199 Ocean Lane Drive  
Apartment #1100  
Key Biscayne, Florida 33149

901-49286

Limited Partners:

EDITH S. VARKAS, Trustee of  
The Edith S. Varkas Revocable Trust Agreement  
Dated February 25, 1994  
199 Ocean Lane Drive  
Apartment #1100  
Key Biscayne, Florida 33149

ALEXANDER D. VARKAS, JR.  
155 Ocean Lane Drive  
Apartment #311  
Key Biscayne, FL 33149

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TALLAHASSEE, FLORIDA

5. The mailing address of the Partnership is VARKAS FAMILY PARTNERSHIP, LTD., 199 Ocean Lane Drive, Apartment #1100, Key Biscayne, Florida 33149.

6. The latest date upon which the Partnership will dissolve is May 31, 2051.

7. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by the General Partner.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under 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 of the VARKAS FAMILY PARTNERSHIP, LTD this 15<sup>th</sup> day of May, 2001.

**GENERAL PARTNER:**

**FULCRUM, INC.**

BY: Edith S. Varkas Trustee  
EDITH S. VARKAS, Trustee, President

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TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

Having been named as registered agent for VARKAS FAMILY PARTNERSHIP, 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**

DATED: 5/15/2001

*Edith S. Varkas*  
Edith S. Varkas

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TALLAHASSEE, FLORIDA

**EXHIBIT "A"**

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME the undersigned, personally appeared EDITH S. VARKAS, Trustee of the Edith S. Varkas Revocable Trust Agreement Dated February 25, 1994, the President of FULCRUM INC., a Florida corporation, the General Partner of VARKAS FAMILY PARTNERSHIP, LTD, a Florida Limited Partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, did certify as follows:

1. The amount of capital contributions of the Limited Partners is attached hereto as Exhibit "C".
2. The anticipated amount of additional capital contributions of the Limited Partners is none at this time.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing, and the facts alleged are true, to the best of my knowledge and belief.

Dated this 15<sup>th</sup> day of May, 2001.

**GENERAL PARTNER**

**FULCRUM, INC.**

BY: Edith S. Varkas Trustee  
EDITH S. VARKAS, Trustee, President

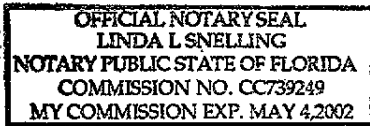
**EXHIBIT "B"**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of May, 2001, by EDITH S. VARKAS, Trustee, as the President of FULCRUM INC., the General Partner of VARKAS FAMILY PARTNERSHIP, LTD., who is personally known to me or who did identify herself by Florida Drivers License ID

Notary Seal



Linda L. Snelling  
Notary Public  
LINDA L. SNELLING  
Name Printed

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01 MAY 29 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Schedule of Partners' Capital Contribution

<u>Partner</u>	<u>Percentage in cash or Property</u>	<u>Initial Capital Contributed or to be Contributed</u>
General Partner:		
FULCRUM, INC.	1 %	\$ 13,316
Limited Partners:		
EDITH S. VARKAS, Trustee of the Edith S. Varkas Revocable Trust Agreement dated February 25, 1994	98 %	\$1,305,000
ALEXANDER D. VARKAS, JR.	1%	<u>\$ 13,316</u>
		<u>\$1,331,632</u>

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TALLAHASSEE, FLORIDA

FILED

EXHIBIT "C"