

CAPITAL COLLECTION INC.

417 E. Virginia Street, Suite 1 Tallahassee, Florida 32301
(850) 224-8870 • 1-800-442-XXXX Fax (850) 224-1122


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
DIVISION OF CORPORATION

Dilson Investments Limited
Partnership

pls
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BK

Signature _____

Requested by: 

Name _____

Date 7/24/01

Time 9:51

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Art of Inc. File -07/24/01--01039--014
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☒ LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

☒ Cert. Copy _____

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Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

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UCC 11 Retrieval _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUL 24 PM 3:16

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
DILSON INVESTMENTS
LIMITED PARTNERSHIP**

FILED
07 JUL 24 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER to this Certificate of Limited Partnership, being a natural person, competent to contract pursuant to the provisions of Chapter 620, Florida Statutes, for the purpose of establishing a limited partnership, does hereby declare the following:

**ARTICLE I
NAME**

The name of this limited partnership is **DILSON INVESTMENTS LIMITED PARTNERSHIP**.

**ARTICLE II
GENERAL PARTNER**

The general partner of the partnership, and its address, is as follows:

DILSON ENTERPRISES, INC.
c/o Engelberg, Cantor & Milgrim, P. L.
3230 Stirling Road, Suite 1
Hollywood, Florida 33021

9010000072479

**ARTICLE III
MAILING ADDRESS**

The principal office and mailing address of this limited partnership shall be **c/o Engelberg, Cantor & Milgrim, P.L., 3230 Stirling Road, Suite 1, Hollywood, Florida 33021**.

**ARTICLE IV
DATE OF DISSOLUTION**

The latest date on which this limited partnership may be dissolved shall be **December 31, 2050**.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this limited partnership is **c/o Engelberg, Cantor & Milgrim, P.L., 3230 Stirling Road, Suite 1, Hollywood, Florida**

33021, and the name of the initial registered agent of this limited partnership at that address is **MORRIS ENGELBERG, ESQUIRE.**

IN WITNESS WHEREOF, the undersigned Subscriber has executed this Certificate of Limited Partnership of the **DILSON INVESTMENTS LIMITED PARTNERSHIP** on the date shown below.

DATED: 6/11/01, 2001.

Ernest A. [Signature]
[Signature]

DILSON ENTERPRISES, INC.
("General Partner")

By:

[Signature]
JEFFREY DILSON
President

FILED
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01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
AND FOR NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That the **DILSON INVESTMENTS LIMITED PARTNERSHIP** desiring to organize or qualify under the laws of the State of Florida, with its principal office and mailing address at **C/O ENGELBERG, CANTOR & MILGRIM, P.L., 3230 STIRLING ROAD, SUITE 1, HOLLYWOOD, FLORIDA 33021**, has named **MORRIS ENGELBERG, ESQUIRE**, whose address is the same, as its agent to accept service of process within the State of Florida.

DILSON ENTERPRISES, INC.
("General Partner")

By: 

JEFFREY DILSON
President

DATED: 6/11/01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED to accept service of process for the above-stated limited partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.


MORRIS ENGELBERG, ESQUIRE

DATED: July 23, 2001

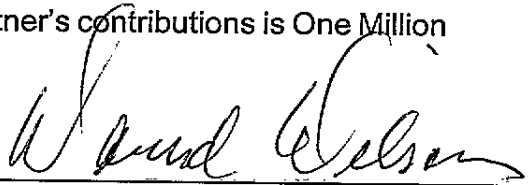
CAPITAL CONTRIBUTIONS AFFIDAVIT

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned individual, **DAVID DILSON**, personally appeared and, after being first duly sworn, deposed and stated as follows:

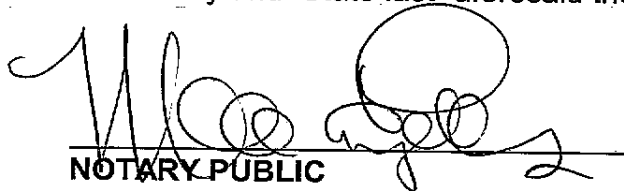
- (1) That he is the sole limited partner (the "**Limited Partner**") of the **DILSON INVESTMENTS LIMITED PARTNERSHIP**.
- (2) That he has made an initial contribution as limited partner in the aggregate amount of One Million Dollars (\$1,000,000).
- (3) That the total anticipated limited partner's contributions is One Million Dollars (\$1,000,000).

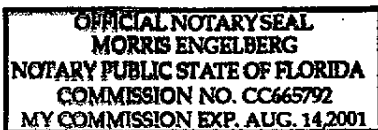


DAVID DILSON
Limited Partner

I **HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **DAVID DILSON**, the person described in the foregoing document as the "**Limited Partners**", and who executed the foregoing instrument and he acknowledged before me that he had executed the same.

WITNESS my hand and official seal in the County and State last aforesaid the 23 day of July, 2001.


NOTARY PUBLIC



My Commission Expires: