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Business & Succession Planning Advisors, LLC
Attorneys at Law
133 Penn Avenue, 5th Floor
Pittsburgh, PA 15222
Telephone: (412) 261-2022 • Fax: (412) 261-3613

July 17, 2001

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/22/01--01009--001
*****35.00 *****35.00

400004493244--6
-07/24/01--01044--002
***1750.00 ***1750.00

Dear Sir/Madam:

A01-1122

Re: Germain Family Limited Partnership

Enclosed please find an original and one copy each of the Certificate of Limited Partnership and Affidavit of Capital Contributions for Florida Limited Partnership for the above-referenced entity. In addition, a check made payable to the Florida Department of State in the amount of \$1,750.00 has been enclosed for the filing fee.

W01-16977

Upon the filing of the documents, please return a time-stamped copy of the same to me in the self-addressed stamped envelope.

Should you have any questions concerning this matter, please do not hesitate to contact me.

Very truly yours,

Melanie M. La Sota
Melanie M. La Sota

JED/tlw
Ref: 44232-02000
Enclosures
c: David E. Kolan

VIA CERTIFIED MAIL - 7099 3400 0018 1463 3019

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JP



Certified Public Accountants and Business Advisors

Schneider Downs & Co., Inc.

1133 Penn Avenue
Pittsburgh, PA 15222
412/261-3644
FAX 412/261-4876

One Columbus, Suite 1500
10 West Broad Street
Columbus, OH 43215
614/621-4060
FAX 614/621-4062

<http://www.sdcpa.com>

August 13, 2001



Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Re: Germain Family Limited Partnership
W01000016977

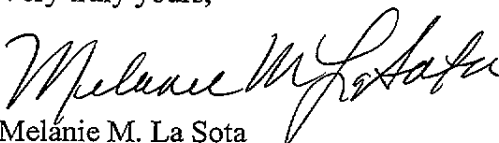
Enclosed please find a copy of the letter received from your office concerning the filing of the Certificate of Limited Partnership and Affidavit of Capital Contributions for Florida Limited Partnership for the above-referenced entity.

As instructed, the registered agent has affixed his signature accepting the designation, and a check made payable to the Florida Department of State in the amount of \$35.00 has been enclosed for the designation of the registered agent. In addition, the affidavit declaring the amount of capital contributions has been completed.

Upon the filing of the documents, please return a time-stamped copy of the same to me in the self-addressed stamped envelope.

Should you have any questions concerning this matter, please do not hesitate to contact me.

Very truly yours,


Melanie M. La Sota

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

JED/tlw
Ref: 44232-02000
Enclosures

VIA CERTIFIED MAIL – 7099 3400 0018 1463 2951



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 24, 2001

MELANIE M. LA SOTA
BUSINESS & SUCCESSION PLANNING ADVISORS
1133 PENN AVENUE 5TH FLOOR
PITTSBURGH, PA 15222

SUBJECT: GERMAIN FAMILY LIMITED PARTNERSHIP
Ref. Number: W01000016977

We have received your document for GERMAIN FAMILY LIMITED PARTNERSHIP and your check(s) totaling \$1750.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In addition to the \$1,750.00 filing fee you submitted, there is a \$35 fee due for the designation of registered agent. Please make the corrections described below and return your corrected documents along with a check for \$35 and a copy of this letter.

The registered agent must sign accepting the designation.

Pursuant to section 620.108, Florida Statutes, an affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners must accompany the certificate of limited partnership. The affidavit must be signed by all general partners.

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) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 801A0004299

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

1. Germain Family Limited Partnership
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 13315 N. Tamiami Trail; Naples, FL 34110
(Business address of Limited Partnership)
3. Robert L. Germain, Jr.
(Name of Registered Agent for Service of Process)
4. 13315 N. Tamiami Trail; Naples, FL 34110
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 13315 N. Tamiami Trail; Naples, FL 34110
(Mailing Address of the Limited Partnership)

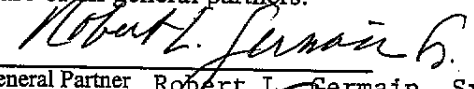
7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2051
8. Name(s) of general partner(s): _____ Street address: _____


<u>Robert L. Germain, Sr.</u>	<u>13329 N. Tamiami Trail; Naples, FL 34110</u>
<u>Robert L. Germain, Sr.</u>	_____
<u>Revocable Trust, dated 08/05/99</u>	<u>13315 N. Tamiami Trail; Naples, FL 34110</u>
<u>Robert L. Germain, Jr.; Stephen L. Germain, and Richard B. Germain, Trustees</u>	_____

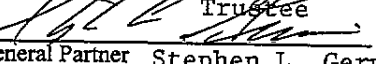
Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.


Signed this 17th day of July, 2001.

Signature of all general partners:


General Partner Robert L. Germain, Sr.


General Partner Robert L. Germain, Jr.,
Trustee


General Partner Stephen L. Germain,
Trustee


General Partner Richard B. Germain,
Trustee

General Partner

General Partner

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STATE OF FLORIDA
TAMPA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of Germain Family Limited Partnership

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 0.

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 8,000,000.00.

Signed this 17th day of July, 2001.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Robert L. Germain, Sr.
General Partner Robert L. Germain, Sr.

Richard B. Germain
General Partner Richard B. Germain, Trustee

Robert L. Germain, Jr.
General Partner Robert L. Germain, Jr.,
Trustee

General Partner

Stephen L. Germain
General Partner Stephen L. Germain,
Trustee

General Partner