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00789-00524-00071
August 23, 2001

W01-20130

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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***1785.00 ***1785.00

9/19

MJH

RE: The Manella Family Limited Partnership

To Whom It May Concern:

Enclosed is the original and a copy of the Certificate of Limited Partnership of The Manella Family Limited Partnership and an original and a copy of the Affidavit Declaring Capital Contributions regarding the above-referenced partnership. Also enclosed is a check made payable to the Florida Department of State in the amount of \$1,785.00 for your filing fees. Please return a filed stamped copy of each of these documents to the undersigned in the envelope provided for your convenience.

Should you have any questions, please telephone.

Very truly yours,

FLEMING, HAILE & SHAW, P.A.

By: *Ellen Laird Regnery*
ELLEN LAIRD REGNERY, ESQ.
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ELR/ejn

cc: Mr. Daniel J. Manella, Sr. (w/o encl)
Mr. Daniel J. Manella, Jr. (w/o encl)
Ms. Dede Manella (w/o encl)
Ms. Susan Manella Sharkey (w/o encl)
Joseph M. Fleming, Esq. (w/o encl)

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 29, 2001

ELLEN LAIRD REGNERY, ESQ.
FLEMING, HAILE, & SHAW P.A.
11780 U.S. HIGHWAY ONE
NORTH PALM BEACH, FL 33408

SUBJECT: THE MANELLA FAMILY LIMITED PARTNERSHIP
Ref. Number: W01000020130

We have received your document for THE MANELLA FAMILY LIMITED PARTNERSHIP and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Affidavit of Contributions is only for the amount contributed by the Limited Partners. Please remove any reference to General Partner contributions from the Affidavit.,

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 201A00049171

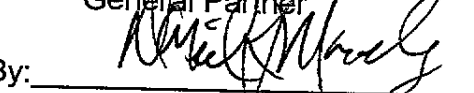
**CERTIFICATE OF LIMITED PARTNERSHIP OF
THE MANELLA FAMILY LIMITED PARTNERSHIP**

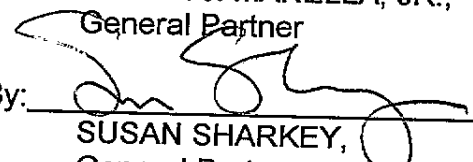
THE UNDERSIGNED, desiring to form a limited partnership (the "Partnership") in accordance with the requirements of Section 620.108 of the Uniform Limited Partnership Act of 1986 (the "Act"), do hereby sign and swear to this Certificate of Limited Partnership and the annexed Affidavit Regarding Capital Contributions, as follows:

1. The name of the Partnership is The Manella Family Limited Partnership.
2. The address of the office where the records of the Partnership are maintained as required by Section 620.106 of the Act is 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408. The name and address of the registered agent of the Partnership upon whom process may be served is FHS Corporate Services, Inc., 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408.
3. The names and addresses of the General Partners of the Partnership are Daniel J. Manella, Sr., 124 Coconut Row, Palm Beach, FL 33480, Daniel J. Manella, Jr., 121 Brookhaven Court, Palm Beach Gardens, FL 33418, and Susan Sharkey, 6 Cuillan Circle, Palm Beach Gardens, FL 33418.
4. The mailing address of the Partnership is 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408.
5. The latest date on which the Partnership is to be dissolved is December 31, 2026.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands on the 21 day of August, 2001.

By: 
DANIEL J. MANELLA, SR.,
General Partner

By: 
DANIEL J. MANELLA, JR.,
General Partner

By: 
SUSAN SHARKEY,
General Partner

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Prepared By:
Ellen Regnery, Esq.; Fla. Bar Number 863769
Fleming, Haile & Shaw, P.A.
11780 U.S. Highway One, Suite 300
North Palm Beach, Florida 33408 (561) 627-8100

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts the appointment as Registered Agent of the aforesaid Limited Partnership. We are familiar with, and accept, the obligations of, Section 620 of the Florida Statutes.

FHS CORPORATE SERVICES, INC.,
a Florida corporation

By: Oren S. Tasini
Oren S. Tasini, Its Secretary

Prepared By:
Ellen Regnery, Esq.; Fla. Bar Number 863769
Fleming, Haile & Shaw, P.A.
11780 U.S. Highway One, Suite 300
North Palm Beach, Florida 33408 (561) 627-8100

AFFIDAVIT DECLARING CAPITAL CONTRIBUTIONS

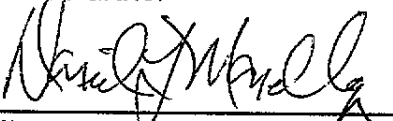
STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)



BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared DANIEL J. MANELLA, SR., and SUSAN SHARKEY, known to me, who being first duly sworn, did depose and say as follows:

1. We are the General Partners named in the Certificate of Limited Partnership of The Manella Family Limited Partnership (the "Partnership"). We have been duly authorized to and do make this Affidavit pursuant to the requirements of Section 620.108 of the Uniform Limited Partnership Act of 1986.

2. The amount of capital contributions of the Limited Partners of the Partnership and the amount anticipated to be contributed by them is a total of Five Million Dollars (\$5,000,000).

By: 
DANIEL J. MANELLA, SR.,
General Partner

By: 
DANIEL J. MANELLA, JR.,
General Partner

By: 
SUSAN SHARKEY,
General Partner 

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, personally appeared DANIEL J. MANELLA, SR., to me well known and known to me to be the individual described in and who executed the foregoing instrument as General Partner of The Manella Family Limited Partnership and who acknowledged to and before me that he executed such instrument as such General Partner of said Partnership. DANIEL J. MANELLA, SR. is personally known to me ~~or has produced~~ _____ as identification.

WITNESS my hand and official seal this 18 day of Sept, 2001.

(SEAL)



Ellen L. Regnery
MY COMMISSION # CC833753 EXPIRES
January 9, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

Ellen L. Regnery
Name:

Notary Public

My commission expires:

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, personally appeared DANIEL J. MANELLA, JR., to me well known and known to me to be the individual described in and who executed the foregoing instrument as General Partner of The Manella Family Limited Partnership and who acknowledged to and before me that he executed such instrument as such General Partner of said Partnership. DANIEL J. MANELLA, JR. is personally known to me ~~or has produced~~ _____ as identification.

WITNESS my hand and official seal this 18 day of Sept, 2001.

(SEAL)



Ellen L. Regnery
MY COMMISSION # CC833753 EXPIRES
January 9, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

Ellen L. Regnery
Name:

Notary Public

My commission expires:

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, personally appeared SUSAN SHARKEY, to me well known and known to me to be the individual described in and who executed the foregoing instrument as General Partner of The Manella Family Limited Partnership and who acknowledged to and before me that she executed such instrument as such General Partner of said Partnership. SUSAN SHARKEY is personally known to me ~~or has~~ produced _____ as identification.

WITNESS my hand and official seal this 18 day of Sept, 2001.

(SEAL)



Ellen L. Regnery
MY COMMISSION # CC833753 EXPIRES
January 9, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Ellen L. Regnery

Name:

Notary Public

My commission expires: