

**A01000001385**

ROGERS, BOWERS, DEMPSEY AND PALADINO  
ATTORNEYS

FLAGLER CENTER TOWER  
505 SOUTH FLAGLER DRIVE  
SUITE 1330  
WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS  
DAVID E. BOWERS  
W. GLENN DEMPSEY  
RICHARD PALADINO  
ALLISON ROGERS HAFT

October 9, 2001

TELEPHONE (561) 655-8980  
TELECOPIER (561) 655-9480

Via FedEx

Secretary of State  
409 East Gaines Street  
Post Office Box 6327  
Tallahassee, FL 32399

600004631446--8  
-10/11/01--01046--003  
\*\*\*1837.50 \*\*\*1837.50

In re: Kreusler Family Limited Partnership

Dear Sir or Madam:

Enclosed you will find an original and one copy of the Certificate of Limited Partnership for Kreusler Family Limited Partnership, a Florida limited partnership. I would appreciate it if you would file the original Certificate of Limited Partnership with the Division of Corporations. After the Certificate of Limited Partnership has been filed, the copy of this document should then be certified. The certified copy of the document should then be mailed to my office.

You will also find enclosed a check in the amount of \$1,837.50, in payment of the following fees for the company:

Filing fee	\$1,750.00	FILED 01 OCT 11 PM 5:00 SECRETARY OF STATE TALLAHASSEE, FLORIDA
Designation of Registered Agent	35.00	
Certified copy	52.50	
Total	<u>\$1,837.50</u>	

Since the capital that will be contributed to the limited partnership by the limited partners exceeds \$250,000, we have paid the maximum filing of \$1,750.00.

If you have any questions, or should require additional information, please give me a call at your convenience.

Very truly yours,

ROGERS, BOWERS, DEMPSEY AND PALADINO

*David E. Bowers*  
David E. Bowers

A01-1385  
QR

DEB/cr  
Enclosures

**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF THE**  
**KREUSLER FAMILY LIMITED PARTNERSHIP**

ARTICLE I - NAME

The name of the limited partnership is "KREUSLER FAMILY LIMITED PARTNERSHIP."

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office<sup>trailing address</sup> of the limited partnership is 1925 North Flagler Drive, Suite 1, West Palm Beach, FL 33407.

ARTICLE III - REGISTERED AGENT

The name and address of the initial registered agent of the limited partnership is Jane C. Kreusler, President, Toxaway, Inc., 1925 North Flagler Drive, Suite 1, West Palm Beach, FL 33407.

801-74794

ARTICLE IV - GENERAL PARTNER

The name and address of the general partner of the limited partnership is Toxaway, Inc. 1925 North Flagler Drive, Suite 1, West Palm Beach, FL 33407.

01 OCT 11 PM 5:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ARTICLE IV - DATE OF DISSOLUTION

The latest date upon which the limited partnership is to dissolve, wind-up, and liquidate is December 31, 2031.

IN WITNESS WHEREOF, this Certificate of Limited Partnership of the KREUSLER FAMILY LIMITED PARTNERSHIP, was executed this 9<sup>th</sup> day of August, 2001, by the undersigned general partner of the limited partnership. By such execution, the general partner whose signature is set forth below hereby affirms, under penalties of perjury, that the facts states herein are true to the best of its knowledge and belief.

TOXAWAY, INC.

By: Jane C. Kreusler  
JANE C. KREUSLER, President

STATE OF NORTH CAROLINA )  
COUNTY OF Transylvania )

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of August, 2001, by JANE C. KREUSLER, who is the President of TOXAWAY, INC., and who is either personally known to me or who has produced a drivers license as identification.

Susan Broadwater  
Notary Public State of North Carolina

My Commission Expires:  
May 18, 2005

FILED  
01 OCT 11 PM 5:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the KREUSLER FAMILY LIMITED PARTNERSHIP, desiring to organize under the laws of the State of Florida with its principal office as indicated in its Certificate of Limited Partnership in the City of West Palm Beach, County of Palm Beach, State of Florida, has named JANE C. KREUSLER, whose address is 1925 North Flagler Drive, Suite 1, West Palm Beach, Florida 33401, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named as the registered agent for the above limited liability company at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of laws of the State of Florida relative to keeping open said office.

Dated: August 9, 2001

  
\_\_\_\_\_  
JANE C. KREUSLER

FILED  
01 OCT 11 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

STATE OF NORTH CAROLINA )  
COUNTY OF Transylvania )

BEFORE ME, the undersigned authority, personally appeared JANE C. KREUSLER (the "Affiant"), who after being duly sworn according to law, deposed and stated:

1. That the Affiant is the President of TOXAWAY, INC., a Florida corporation.
2. That TOXAWAY, INC. is the sole general partner of KREUSLER FAMILY LIMITED PARTNERSHIP, a Florida limited partnership.
3. That the limited partners of KREUSLER FAMILY LIMITED PARTNERSHIP, will be making the following capital contributions to the partnership:

<u>Name of Limited Partner</u>	<u>Capital Contribution</u>
Jane C. Kreusler	<u>\$990.00</u>
TOTAL	<u>\$990.00</u>

4. Affiant anticipates the limited partners will make additional capital contributions to the partnership in an amount of at least \$3,500,000.

AFFIANT:  
TOXAWAY, INC.

By: Jane C. Kreusler  
JANE C. KREUSLER

FILED  
01 OCT 11 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The foregoing Affidavit of Capital Contributions was acknowledged before me this 9th day of August, 2001, by JANE C. KREUSLER, who is the President of TOXAWAY, INC., who is either personally known to me or who has produced a drivers license as identification.

Susan Bloodlaw  
Notary Public State of North Carolina

My Commission Expires: May 18, 2005

FILED  
01 OCT 11 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA