

BRINKLEY, MCNERNEY, MORGAN, SOLOMON & TATUM, LLP

ATTORNEYS AT LAW

9TH FLOOR

SUN-SENTINEL BUILDING

200 EAST LAS OLAS BOULEVARD

FORT LAUDERDALE, FLORIDA 33301-2209

W. MICHAEL BRINKLEY  
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KENNETH E. KEECHL  
DONALD J. LUNNY, JR. °  
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PHILIP J. MORGAN \*  
HARRIS K. SOLOMON +  
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\* BOARD CERTIFIED REAL ESTATE LAWYER  
++ BOARD CERTIFIED MARITAL AND FAMILY LAWYER  
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FORT LAUDERDALE, FLORIDA 33302-0522

JOHN R. TATUM  
(1926-1995)

SCOTT P. CHITOFF  
EARL F. FECHTER  
LOUIS R. GIGLIOTTI  
KENNETH A. GORDON  
DAVID F. HANLEY  
KENNETH J. JOYCE  
JEFFREY S. KURTZ  
JOHN N. LAMBROS  
MARK A. LEVY  
JULIETTE E. LIPPMAN  
BRENDAN O'BRIEN  
JONATHAN M. STREISFELD

December 14, 2001

Via Federal Express

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\*\*\*1785.00 \*\*\*1785.00

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
409 E. GAINES STREET  
TALLAHASSEE, FL 32399

Re: Copus Holdings, Ltd.

Dear Sir or Madam:

Please find enclosed an original and a duplicate original of the Certificate of Limited Partnership, the Certificate Designating Place of Business or Domicile for the Service of Process in Florida, and Affidavit of Capital Contributions for Florida Limited Partnership, relating to the above-referenced Florida limited partnership. Also enclosed is a check in the amount of \$1,785.00, representing payment of the filing fee. Please file the first set of originals, stamp-in the second set as having been filed, and return those duplicate originals to me in the envelope provided.

Thank you for your assistance with this matter.

Very truly yours,

David F. Hanley  
DAVID F. HANLEY

DFH:dh

Enclosures

cc: Copus Holdings, Ltd.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 20, 2001

DAVID F. HANLEY  
BRINKLEY, MCNERNEY ET AL.  
200 EAST LAS OLAS BOULEVARD, 19TH FLOOR  
FORT LAUDERDALE, FL 33301-2209

SUBJECT: COPUS HOLDINGS, LTD.  
Ref. Number: W01000029098

We have received your document for COPUS HOLDINGS, LTD. and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.108, Florida Statutes, requires the affidavit include the amount of capital contributions of the limited partners and the amount anticipated to be contributed.

Your affidavit does not mention any contributions other than anticipated ones. Also, please include in your affidavit an expression of the contributions and anticipated contributions as a single total.

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: 801A00066597

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02 JAN -3 PM 3:33

**BRINKLEY, McNERNEY, MORGAN, SOLOMON & TATUM, LLP**

ATTORNEYS AT LAW

19TH FLOOR

SUN-SENTINEL BUILDING

200 EAST LAS OLAS BOULEVARD

FORT LAUDERDALE, FLORIDA 33301-2209

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MARK A. LEVY  
JULIETTE E. LIPPMAN  
BRENDAN O'BRIEN  
JONATHAN M. STREISFELD

January 2, 2002

*Via Federal Express*

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
CORPORATE RECORDS  
ATTN: LEE RIVERS, DOCUMENT SPECIALIST  
409 E. GAINES STREET  
TALLAHASSEE, FL 32399

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DIVISION OF CORPORATIONS  
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**Re: Copus Holdings, Ltd.  
Reference No. W01000029098  
Letter No. 801A00066597**

Dear Document Specialist Rivers:

In response to your correspondence dated December 20, 2001, a copy of which is enclosed for your reference, we are herein re-submitting for processing the following documents relating to the Copus Holdings, Ltd.:

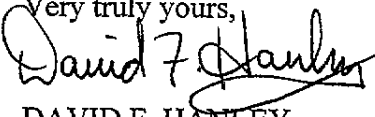
1. Certificate of Limited Partnership of Copus Holdings, Ltd.;
2. Certificate Designating Place of Business or Domicile for the Services of Process Within Florida, Naming Agent Upon Whom Process May Be Served;  
and
3. Affidavit Regarding Capital Contribution of Limited Partners of Copus Holdings, Ltd.

As instructed in your correspondence, we have revised the Affidavit to reflect both the amount of capital contributions of the limited partners and the amount anticipated to be contributed.

Please file the above-referenced original documents, stamp the enclosed photocopies of same as having been filed, and return the copies to me in the envelope provided.

Florida Department of State  
Attn: Lee Rivers, Document Specialist  
January 2, 2002  
Page 2

Thank you for your assistance with this matter. Should you have any questions regarding the foregoing, please do not hesitate to contact me.

Very truly yours,  
  
DAVID F. HANLEY

DFH:dh  
Enclosures  
cc: Copus Holdings, Ltd.

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# CERTIFICATE OF LIMITED PARTNERSHIP

OF

## COPUS HOLDINGS, LTD.

The undersigned Partners hereby make and file this Certificate of Limited Partnership for Copus Holdings, Ltd., hereinafter referred to as the Partnership.

1. Name of Partnership. The name of the Partnership is Copus Holdings, Ltd.

2. Character of Business. The purpose of the Partnership is to form a partnership amongst the members of William Copus's family to acquire, own, operate, and dispose of investments; to operate investments with a view to generating distributions or capital appreciation; to provide structured and centralized management within William Copus's family; to educate members of William Copus's family as to business and investment matters, so that the Partnership's management may perpetuate the businesses and investment purposes of the Partnership utilizing principles established by its founder, William Copus, throughout its term; to offer a vehicle for optional and continued investment by members of the William Copus family where diversity and economies of scale may be realized; to insulate non-management Partners from liability; to perform any acts necessary or appropriate to accomplish the foregoing purposes; and to carry on such other activities in furtherance of any other purpose as is not prohibited by law.

3. Location of Principal Place of Business and Mailing Address. The principal place of business and mailing address, of the Partnership shall be at:

2000 S. Ocean Drive, Penthouse I  
Fort Lauderdale, Florida 33316

or at such other place or places as the General Partners may, from time to time, determine.

4. Registered Agent. The initial registered agent of the Partnership shall be W. Michael Brinkley, whose address is:

200 East Las Olas Blvd., Suite 1900  
Fort Lauderdale, Florida 33301

5. Name and Business Address of General Partner. The name and address of the General Partner is:

Copus Management, Inc.  
2000 S. Ocean Drive, Penthouse I  
Fort Lauderdale, Florida 33316

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6. Term. The Partnership and the limitation of liability of the Limited Partners shall commence on the date on which this Certificate of Limited partnership is filed with the Florida Department of State. The Partnership shall continue until December 31, 2075, unless sooner terminated as provided in the Agreement of Limited Partnership.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals on the 10th day of October, 2001.

GENERAL PARTNER  
Copus Management, Inc.

(SEAL)

By: William Perry Copus  
William Perry Copus, President

ATTEST: Sally Ann Copus  
Sally Ann Copus, Secretary

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

In compliance with Florida Statutes, the following is submitted:

Copus Holdings, Ltd., a Florida limited partnership, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Certificate of Limited Partnership, State of Florida, has named W. Michael Brinkley, whose address is:

200 East Las Olas Blvd., Suite 1900  
Fort Lauderdale, Florida 33301

as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

**ACKNOWLEDGMENT AND ACCEPTANCE**

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.

DATE: October 10, 2001

W. Michael Brinkley  
W. Michael Brinkley  
Registered Agent

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DIVISION OF CORPORATIONS  
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STATE OF FLORIDA                     )  
   )  
COUNTY OF BROWARD                )

The foregoing instrument was acknowledged before me this 10th day of October, 2001, by W. Michael Brinkley

☒ who is personally known to me  
☐ who has produced \_\_\_\_\_ as identification

and who [did/did not] take an oath, and who acknowledged before me that [he/she] executed the same as [his/her] free and voluntary act for the uses and purposes therein set forth.

Vivian J. Fiacos

VIVIAN J. FIACOS  
(Print name of Notary)

Notary Public

Commission Number: \_\_\_\_\_



Vivian J. Fiacos  
My Commission DD054250  
Expires November 14, 2005

**AFFIDAVIT REGARDING CAPITAL CONTRIBUTION  
OF LIMITED PARTNERS OF  
COPUS HOLDINGS, LTD.**

STATE OF Texas  
COUNTY OF Dallas

BEFORE ME, the undersigned authority, personally appeared William Perry Copus, as President of Copus Management, Inc., a Florida corporation, as the general partner of Copus Holdings, Ltd., who was sworn and says the Limited Partners' capital contributions to date are as follows:

<u>Limited Partners</u>	<u>Capital Contribution</u>
William Perry Copus	\$1,078,135.90
Sally Ann Copus	\$1,078,135.91

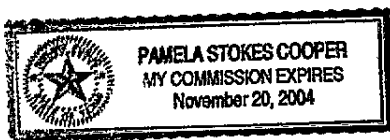
No additional contributions are anticipated.

GENERAL PARTNER

**Copus Management, Inc.**

By: William Perry Copus  
William Perry Copus  
President

The foregoing instrument was acknowledged before me this 28th day of December, 2001, by William Perry Copus, as President of Copus Management, Inc., as the general partner of Copus Holdings, Ltd., who is personally known to me or who has produced his Florida driver's license as identification, and who did not take an oath, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.



[Notary Stamp]

Pamela Stokes Cooper  
Notary Public

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