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236 East 6th Avenue . Tallahassee, Florida 32301

P.O. Box 37866 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) (CORPORATE NAME & DOCUMENT #)

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2.) (CORPORATE NAME & DOCUMENT #)

3.) (CORPORATE NAME & DOCUMENT #)

4.) (CORPORATE NAME & DOCUMENT #)

5.) (CORPORATE NAME & DOCUMENT #)

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02 JAN 25 AM 11:48
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

BK

**CERTIFICATE OF LIMITED PARTNERSHIP OF
THINK HAPPY THOUGHTS, LTD.**

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02 JAN 25 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned desiring to form a limited partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act hereby states the following:

1. Name of Limited Partnership. The name of the limited partnership is:
Think Happy Thoughts, Ltd.
(the "Partnership")

2. Address of the Partnership. The office address of the Partnership is located at:

780 Autumn Glen
Melbourne, FL 32940

3. Registered Agent and Office. The name and address of the registered agent for the Partnership pursuant to Section 620.105, Florida Statutes are:

Jeffrey C. Piersall
780 Autumn Glen
Melbourne, FL 32940

4. Name and address of the General Partner. The name and address of the sole General Partner of the Partnership are:

PO2000007855
Piersall Family Enterprises, Inc.,
a Florida corporation; Jeffrey C. Piersall, President
c/o 780 Autumn Glen
Melbourne, FL 32940

5. Mailing address of the Partnership. The mailing address of the Partnership is:

780 Autumn Glen
Melbourne, FL 32940

6. Effective Date of Limited Partnership. The effective date of the Partnership shall be the date it is filed with the Secretary of State of Florida.

7. Dissolution of Partnership. The latest date upon which the Partnership is to dissolve is December 31, 2100.

The execution of this Certificate of Limited Partnership by the undersigned sole General Partner of the Partnership constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership this 23rd day of January, 2002.

Piersall Family Enterprises, Inc.
Sole General Partner

By: Jeffrey C. Piersall
Jeffrey C. Piersall, President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN NUMBER 3 OF THIS CERTIFICATE OF LIMITED PARTNERSHIP, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 23rd day of January, 2002.

Jeffrey C. Piersall
Registered Agent

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
)
COUNTY OF BREVARD) ss:

BEFORE ME, the undersigned notary public, personally appeared Jeffrey C. Piersall, President of Piersall Family Enterprises, Inc., a Florida corporation, the sole general partner of Think Happy Thoughts, Ltd., a Florida limited partnership (the "Partnership"), whose business address is 780 Autumn Glen, Melbourne, Florida, 32940, who, upon being duly sworn, certified on behalf of the Partnership the following:

1. The amount of capital contributions to the Partnership made by the limited partners is \$9,900.00.
2. The amount anticipated to be contributed by the limited partners is \$500,000.00.

FURTHER AFFIANT SAYETH NOT:

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

Dated: January 23rd, 2002.

Sole General Partner:
Piersall Family Enterprises, Inc.,
a Florida corporation

By: *Jeffrey C. Piersall*
Jeffrey C. Piersall, President

Sworn to and subscribed before me this 23rd day of January, 2002, by Jeffrey C. Piersall, as President of Piersall Family Enterprises, Inc., a Florida corporation, on behalf of the corporation. Said person is personally known to me or produced _____ as identification.

NOTARY PUBLIC

Kurt Panouses
Print Name: KURT PANOUSES
Notary Public - State of Florida
Commission No.: _____
My Commission Expires: _____

