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LAW OFFICES OF
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February 28, 2002

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: FIVE PARTNERS, LTD.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Certificate of Limited Partnership and Affidavit of Capital Contributions for the above referenced limited partnership. Please return the originals and return the copies stamped with the date and time the documents have been accepted for filing. I have enclosed a self-addressed, stamped envelope for the return of the requested documents, along with a check in the amount of \$1,785 to cover the required filing fees.

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

Sincerely,

MAYER & KENNEDY

Paul Trinley
Paul T. Trinley

PTT/tas


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SECRETARY OF STATE
TALLAHASSEE, FL 32304

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
FIVE PARTNERS, LTD.**

1. FIVE PARTNERS, LTD.
(Name of Limited Partnership; must contain suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 313 65th Trail North, West Palm Beach, Florida 33413
(The Business Address of the Limited Partnership)
3. Murray D. Logan
(Name of Registered Agent for Service of Process)
4. 313 65th Trail North, West Palm Beach, Florida 33413
(Florida Street Address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 313 65th Trail North, West Palm Beach, Florida 33413
(The Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is January 1, 2056

8. NAME OF GENERAL PARTNER(S)	SPECIFIC ADDRESS
Five Partners Management, Inc.	313 65 th Trail North West Palm Beach, FL 33413

Signed this 8th day of February, 2002

Signature of all General Partners:

Five Partners Management, Inc.

By: 
Murray D. Logan, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of FIVE PARTNERS, LTD., a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$321,750.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$321,750.

This 8th day of February, 2002.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

GENERAL PARTNER:

FIVE PARTNERS MANAGEMENT, INC.

By: Murray D. Logan
Murray D. Logan, President

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TALLAHASSEE, FLORIDA