



# A02000000455

ACCOUNT NO. : 072100000032

REFERENCE : 496459 7199111

AUTHORIZATION :

*Patricia Piguth*

COST LIMIT : \$ 140.00

FILED  
MAR 26 PM 1:40  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ORDER DATE : March 26, 2002

ORDER TIME : 2:42 PM

ORDER NO. : 496459-015

CUSTOMER NO: 7199111

200005170392--2

CUSTOMER: Seth E. Ellis, Esq  
Seth E. Ellis, P.a.  
Attorneys & Counselors At Law  
Suite 290  
2600 North Military Trail  
Boca Raton, FL 33433

DOMESTIC FILING

NAME: GOULDD ASSET MANAGEMENT LTD.

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
02 MAR 26 PM 3:05  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE  
DIVISION OF CORPORATE REGS

BK

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
GOULDD ASSET MANAGEMENT LTD.**

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is GOULDD ASSET MANAGEMENT LTD.

2. The address of the office of the Partnership is c/o Seth E. Ellis, P.A. located at 2600 North Military Trail, Suite 290, Boca Raton, Florida 33431.

3. The name and address of the agent for service of process on the Partnership is Seth E. Ellis, Esq., c/o Seth E. Ellis, P.A. located at 2600 North Military Trail, Suite 290, Boca Raton, Florida 33431.

4. The name and business address of the corporate General Partner is as follows:

Gould Management Corp.,  
a Florida corporation  
c/o Seth E. Ellis, P.A.  
2600 North Military Trail, Suite 290  
Boca Raton, Florida 33431

5. The mailing address of the Partnership is: c/o Seth E. Ellis, P.A. located at 2600 North Military Trail, Suite 290, Boca Raton, Florida 33431.

6. The latest date upon which the Partnership shall dissolve is December 30, 2075.

7. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.

8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by (a) Bill Gould, as President of Gould

02 MAR 26 PM 11:40  
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Management Corp., a Florida corporation, as the General Partner of GOULDD ASSET MANAGEMENT LTD. or (b) an authorized corporate officer, of Gould Management Corp., a Florida corporation, as General Partner of GOULDD ASSET MANAGEMENT LTD.

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

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of GOULDD ASSET MANAGEMENT LTD. this 24 day of March, 2002.

**GENERAL PARTNER**

Gould Management Corp., a  
Florida corporation

By:   
Bill Gould, President

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for GOULDD ASSET MANAGEMENT LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of Registered Agent.

**REGISTERED AGENT**

By: 

Seth E. Ellis

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

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Bill Gould, as President of Gould Management Corp., a Florida corporation, which is the General Partner of GOULD ASSET MANAGEMENT LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", Seth E. Ellis, P.A. located at 2600 North Military Trail, Suite 290, Boca Raton, Florida 33431, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

|                        |           |
|------------------------|-----------|
| BILL GOULD             |           |
| 917 Lake Shore Drive   |           |
| Delray Beach, FL 33444 | \$ 990.00 |
| Total                  | \$ 990.00 |

2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

|                        |        |
|------------------------|--------|
| BILL GOULD             |        |
| 917 Lake Shore Drive   |        |
| Delray Beach, FL 33444 | \$ -0- |
| Total                  | \$ -0- |

FURTHER AFFIANT SAITH NAUGHT.

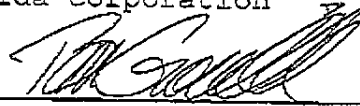
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.

## GENERAL PARTNER:


Gould Management Corp.  
a Florida corporation

By:

  
Bill Gould, PresidentDated: March 24, 2002

The foregoing instrument was acknowledged before me this 24 day of March, 2002, by Bill Gould, as President of Gould Management Corp., a Florida corporation, the General Partner of the Partnership, who is personally known to me or has produced Pl. Lic as identification.

SETH E. ELLIS  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # CC051452  
EXPIRES 8/15/2004  
BONDED THRU ASA 1-888-NOTARY1

  
Notary Public, State of Florida  
at Large

My Commission Expires:

Print/Type or Stamp Notary Name  
Commission No. (if any)

S:\Work\Clients\2001\Gould, Bill - 2001120\FLP\affidavit of capital.wpd