

A02000000694

JERALD DAVID AUGUST
JOSEPH J. KULUNAS
STEVEN E. BLUMENTHAL
HARRY P. TEICHMAN

AUGUST & KULUNAS, P.A.
ATTORNEYS AT LAW
ONE CLEARLAKE CENTRE
250 AUSTRALIAN AVENUE SOUTH
SUITE 1100
WEST PALM BEACH, FLORIDA 33401
(561) 835-9600
FAX (561) 835-9602

JAMES J. FREELAND
OF COUNSEL
(1927-2000)
GUY B. MAXFIELD*
OF COUNSEL
*ADMITTED IN NEW YORK ONLY

May 3, 2002

500005481915--1
-05/07/02--01078--010
***1875.00 ***1875.00

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

VIA: **FEDERAL EX**
8311 6884 8095

Re: The Mary H. Hamilton Family Limited Partnership

Dear Sir / Madam:

Enclosed please find the original and one (1) copy of the following documents for filing

- 1) Certificate of Limited Partnership of The Mary H. Hamilton Family Limited Partnership, a Florida limited partnership;
- 2) Acceptance of Appointment as Registered Agent;
- 3) Affidavit of Capital Contribution;
- 4) Check in the amount of \$1,875.00, representing the filing fee for the certificate of the limited partnership and the resident agent designation;
- 5) Articles of Incorporation for M.H.H. Management, Inc.;
- 6) Certificate of Designation Resident Agent for M.H.H. Management, Inc.; and
- 7) Check in the amount of \$70.00, representing the filing fee for the Articles of Incorporation and the resident agent designation.

I would appreciate your stamping the enclosed copies as filed, and thereafter, returning same in the self-addressed overnight envelope enclosed for your convenience.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY -7 AM 11:10

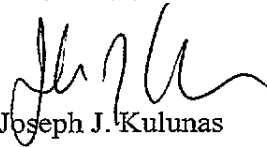
FILED

A02-694
OK

Florida Secretary of State
Division of Corporations
Page - 2 -
May 3, 2002

Please give us a call if you have any questions.

Very truly yours,



Joseph J. Kulunas

JJK/cbr

Enclosures

cc: Mary H. Hamilton
Neal W. Knight, Jr., Esq.

FILED

02 MAY -7 AM 11:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUGUST & KULUNAS, P.A.

**CERTIFICATE OF LIMITED PARTNERSHIP OF
THE MARY H. HAMILTON FAMILY LIMITED PARTNERSHIP,
A FLORIDA LIMITED PARTNERSHIP**

The undersigned general partner of THE MARY H. HAMILTON FAMILY LIMITED PARTNERSHIP (the "General Partner") desires to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is THE MARY H. HAMILTON FAMILY LIMITED PARTNERSHIP.

2. The address of the office of the Partnership is 244 South Beach Road, Hobe Sound, Florida 33455

3. The name and address of the agent for service of process of the Partnership is M.H.H. MANAGEMENT, INC., MARY H. HAMILTON, President, 244 South Beach Road, Hobe Sound, Florida 33455

4. The name and business address of the General Partner is M.H.H. MANAGEMENT, INC, MARY H. HAMILTON, President, 244 South Beach Road, Hobe Sound, Florida 33455

5. The mailing address of the Partnership is 244 South Beach Road, Hobe Sound, Florida 33455

6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2051, unless the Partners agree to extend the term.

7. This Certificate shall be effective upon the filing of this Certificate with the State of Florida, Department of State.

This Certificate is duly executed and is being filed in accordance with section 620.168 of the Florida Revised Uniform Limited Partnership Act (1986).

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 THE MARY H. HAMILTON FAMILY LIMITED PARTNERSHIP this 2 day of May, 2002.

M.H.H. MANAGEMENT, INC.

By:

Mary H. Hamilton
MARY H. HAMILTON, President

02 MAY -7 AM 11:10
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for THE MARY H. HAMILTON FAMILY LIMITED PARTNERSHIP, 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 the registered agent.



MARY H. HAMILTON, President of
M.H.H. MANAGEMENT, INC.

FILED

02 MAY -7 AM 11:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I, MARY H. HAMILTON, as President of M.H.H. MANAGEMENT, INC. which corporation is the General Partner of THE MARY H. HAMILTON FAMILY LIMITED PARTNERSHIP, a Florida limited partnership, hereinafter referred to as the "Partnership," being duly sworn, certifies as follows:

1. The amount of capital contributions to the Partnership made to date by its Limited Partners is zero. The total amount of capital anticipated to be contributed by the Limited Partners to the Partnership at this time totals \$1,700,000.00.

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

Dated: May 2, 2002.

GENERAL PARTNER:

M.H.H. MANAGEMENT, INC.

By:

Mary H. Hamilton
MARY H. HAMILTON, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY - 7 AM 11:10

FILED

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared MARY H. HAMILTON in her capacity as President of M.H.H. MANAGEMENT, INC., the General Partner of THE MARY H. HAMILTON FAMILY LIMITED PARTNERSHIP known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contribution, and she acknowledged to me and before me that she executed this Affidavit freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state aforesaid this 2nd day of May, 2002.

[SEAL]

Neal W. Knight Jr.
Notary Public
State of Florida

NEAL W. KNIGHT, JR.
Typed or Printed Name of Notary



NEAL W. KNIGHT, JR.
Notary Public, State of Florida
My Comm. Exp. May 14, 2004
No. CG 921896