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PRACTICE LIMITED TO
PROBATE, ESTATE PLANNING,
BUSINESS PLANNING & TAXATION
*LL.M. ESTATE PLANNING

July 12, 2002

VIA FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

A02000000912

Re: The Rossi Family Limited Partnership

600006403536--7
-07/15/02--01049--005
*****8.75 *****8.75

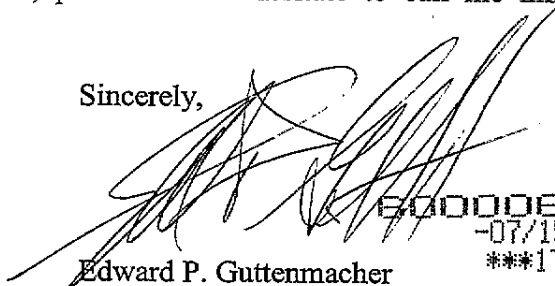
Gentlemen:

Enclosed please find the Certificate of Limited Partnership and Affidavit of Capital Contributions for Florida Limited Partnership along with a check in the amount of \$1,785.00 to file the above-referenced entity.

Also enclosed you will find an additional check in the amount of \$8.75 for a Certificate of Good Standing. Please send the Certificate to Jack Spottswood, Esq. in the enclosed Federal Express envelope.

Should you have any questions, please do not hesitate to call me immediately and directly.

Sincerely,



Edward P. Guttenmacher

600006403536--7
-07/15/02--01049--006
***1785.00 ***1785.00

EPG/mlr
Enclosures

~~1102-20455~~

02 JUL 18 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
AND
PROCESSED

CB
7-18-02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 16, 2002

JACK SPOTTSWOOD, ESQ.
SPOTTSWOOD, SPOTTSWOOD AND SPOTTSWOOD
506 FLEMING ST.
KEY WEST, FL 33041-1900

SUBJECT: ROSSI FAMILY LIMITED PARTNERSHIP
Ref. Number: W02000020455

We have received your document for ROSSI FAMILY LIMITED PARTNERSHIP and your check(s) totaling \$1793.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 802A00043680

02 JUL 18 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

CERTIFICATE OF LIMITED PARTNERSHIP

1. ROSSI FAMILY LIMITED PARTNERSHIP
(Name of Limited Partnership; must contain a suffix such as "Limited", Ltd.", or Limited Partnership")
2. PO BOX 1527, KEY WEST, FLORIDA 33041
(Business address of Limited Partnership)
3. EDWARD P. GUTTENMACHER
(Name of Registered Agent for Service of Process)
4. 2600 DOUGLAS ROAD, PENTHOUSE 8, CORAL GABLES, FLORIDA 33134
(Florida Street address for Registered Agent)
5. _____
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. PO BOX 1527, KEY WEST, FLORIDA 33041
(Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is:
December 21, 2050
8. Name(s) of general partner(s): M&M ENTERPRISES OF THE FLORIDA KEYS, INC. Street Address: P.O. Box 1527 Key West, FL 33041

Under penalties of perjury I (we) declare that I (we) have read the forgoing and know the contents there of and that the facts stated herein are true and correct.

Signed this 8 day of July, 2002.

Signature of all General Partners:

M&M ENTERPRISES OF THE FLORIDA KEYS, INC., General Partner

By: _____
Mark Rossi, its President

02 JUL 18 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the General Partner of THE ROSSI FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$1,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$900,000.00.

Signed this 10 day of July, 2002.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts state herein are true and correct.

M&M ENTERPRISES OF THE FLORIDA KEYS, INC., General Partner

By: _____

Mark Rossi, its President

APPROVED
AND
FILED
02 JUL 18 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA