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ACCOUNT NO. : 072100000032

REFERENCE : 672580 126932A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 22, 2002

ORDER TIME : 11:51 AM

ORDER NO. : 672580-005

CUSTOMER NO: 126932A

CUSTOMER: Ms. Barbara L. Wolf
Barbara L. Wolf, P.a.

Suite 307
2425 E. Commercial Boulevard
Ft. Lauderdale, FL 33308

W02-21085

DOMESTIC FILING

NAME: NEW RIVER EQUITIES LIMITED
PARTNERSHIP

EFFECTIVE DATE:

300006555788-4

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

-07/22/02-01057-004
***1785.00 ***1785.00

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

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TALBOTT

W1/23

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DIVISION OF CORPORATIONS
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10p



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 22, 2002

CSC
ATTN: SARA LEA

RESUBMIT

Please give original
submission date as file date.

SUBJECT: NEW RIVER EQUITIES LIMITED PARTNERSHIP
Ref. Number: W02000021085

We have received your document for NEW RIVER EQUITIES LIMITED PARTNERSHIP and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 002A00044623

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RESUBMIT

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submission date as file date.

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CERTIFICATE OF LIMITED PARTNERSHIP

FOR

NEW RIVER EQUITIES, II, LIMITED PARTNERSHIP

A Florida Limited Partnership

The parties hereto do hereby certify that an Agreement was made effective the 20th day of July, 2002, at Fort Lauderdale, Florida by the following, herein called the "General Partner":

STEPHEN HAMMER, an individual

and by the following, hereinafter referred to as "Limited Partners":

- 1) SIDNEY RICHTER REVOCABLE TRUST DATED NOVEMBER 10, 2000.
- 2) JENNY RICHTER REVOCABLE TRUST DATED NOVEMBER 10, 2000
- 3) STEPHEN HAMMER IRREVOCABLE TRUST DATED DECEMBER 14, 2000.
- 4) PAUL B. HAMMER IRREVOCABLE TRUST DATED DECEMBER 14, 2000.

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WITNESSETH:

The parties hereto, on the date described above, formed a Limited Partnership pursuant to the provisions of the Florida State Limited Partnership Act.

1. Name. The name of this Limited Partnership is the
NEW RIVER EQUITIES, II, LIMITED PARTNERSHIP

2. Business. The general character of the partnership business shall be to hold and develop the partnership property and conduct a general business as related thereto.

3. Principal Place of Business and Mailing Address. The location of the principal place of business of the partnership is 516 SW 4th Avenue, Ft. Lauderdale, FL 33315. The mailing address for the partnership is 516 SW 4th Avenue, Ft. Lauderdale, FL 33315. The registered agent for service for this Limited Partnership is Attorney Barbara L. Wolf, an individual, whose address is 2425 E. Commercial Blvd., Suite 307, Fort Lauderdale, FL 33308.

5. Partners. The General Partners and Limited Partners of this Limited Partnership and their addresses are as follows:

General Partner:

STEPHEN HAMMER
516 SW 4th Avenue, Ft. Laud., FL 33315

Limited Partners:

- (a) SIDNEY RICHTER REVOCABLE TRUST DATED NOVEMBER 10, 2000.
7200 Radice Court, Apartment 602, Ft. Lauderdale, FL 33319.
- (b) JENNY RICHTER REVOCABLE TRUST DATED NOVEMBER 10, 2000.
7200 Radice Court, Apartment 602, Ft. Lauderdale, FL 33319.
- (c) STEPHEN HAMMER IRREVOCABLE TRUST DATED DECEMBER 14, 2000.
516 SW 4th Avenue, Ft. Lauderdale, FL 33315.
- (d) PAUL B. HAMMER IRREVOCABLE TRUST DATED DECEMBER 14, 2000.
516 SW 4th Avenue, Ft. Lauderdale, FL 33315.

6. Term. The partnership shall begin on July 20, 2002 and shall continue for twenty-five (25) years thereafter unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the partners.

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7. Additional Contributions. No additional contributions of the limited partners have been agreed to.

8. Return of Contributions. No limited partner shall be entitled to withdraw or demand the return of any part of his capital contribution except upon dissolution of the partnership.

9. Profits. All annual net profits of the partnership shall be divided among the General and Limited Partners in the same proportions as the partners' then capital interest accounts, unless retained for the partnership investment and business activities.

10. Assignments. A Limited Partner shall have the right to sell his interest in the partnership acting through a guardian, but only after such Limited Partner gives to the partnership a 120 day opportunity to purchase such interest as set forth in the Partnership Agreement.

11. Additional Limited Partners. The General Partner may admit additional limited partners.

12. Priority Among Limited Partners. There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

13. Continuance of Business. Upon the death, retirement or insanity of the surviving General Partner, the partnership shall dissolve unless continued by the remaining partners and selecting when necessary a new General Partner. If the last surviving or serving General Partner has died, retired and/or becomes insane, then the Limited Partners holding interest in capital in excess of fifty percent (50%) of the capital owned by all Limited Partners may elect to continue the Partnership by selecting a new General Partner.

14. Property Other Than Cash. A Limited Partner may not demand property other than cash in return for his contribution.

15. Amount of Cash and Agreed Value and Description of Other Property Contributed. The partners in the Limited Partnership have contributed their interest in

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the property set forth in Schedule "A" attached hereto, with an agreed value of \$1,351,649.

<u>Partners</u>	<u>Percentage Interest</u>	<u>Contribution</u>
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General Partners:

STEPHEN HAMMER	.00740	\$10,000
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Limited Partners:

SIDNEY RICHTER REVOCABLE TRUST	.48890	\$660,825
JENNY RICHTER REVOCABLE TRUST	.48890	\$660.824
STEPHEN HAMMER IRREVOCABLE TRUST	.00740	\$10,000
PAUL B. HAMMER IRREVOCABLE TRUST	.00740	\$10,000

<u>TOTAL</u>	<u>100%</u>	<u>\$1,351,649</u>
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IN WITNESS WHEREOF, we have set our hands and seals on the day and year first above written.

GENERAL PARTNER:


STEPHEN HAMMER, an individual

LIMITED PARTNERS:


**SIDNEY RICHTER REVOCABLE TRUST
DATED NOVEMBER 10, 2000**


STEPHEN HAMMER, TRUSTEE

**JENNY RICHTER REVOCABLE TRUST
DATED NOVEMBER 10, 2000**


STEPHEN HAMMER, TRUSTEE

**STEPHEN HAMMER IRREVOCABLE TRUST
DATED DECEMBER 14, 2000**


GERARD BRENNAN, SUCCESSOR TRUSTEE

**PAUL B. HAMMER IRREVOCABLE TRUST
DATED DECEMBER 14, 2000**


STEPHEN HAMMER, TRUSTEE

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SCHEDULE A

Attached to the Certificate of Limited Partnership of the
NEW RIVER EQUITIES, II, LIMITED PARTNERSHIP

The following contributions of capital made or anticipated to be made by the
General Partner and Limited Partners subject to the encumbrances owed thereon to-wit
are as follows:

General Partner:

STEPHEN HAMMER

\$10,000

Limited Partners:

1. SIDNEY RICHTER REVOCABLE TRUST
DATED NOVEMBER 10, 2000

\$660,825

2. JENNY RICHTER REVOCABLE TRUST
DATED NOVEMBER 10, 2000

\$660,824

3. STEPHEN HAMMER IRREVOCABLE TRUST
DATED DECEMBER 14, 2000

\$100,000

4. PAUL B. HAMMER IRREVOCABLE TRUST
DATED DECEMBER 14, 2000

\$10,000

TOTAL \$1,351,649

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIP

The undersigned constituting all of the general partners of the NEW RIVER
EQUITIES, II, LIMITED PARTNERSHIP, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners and general partner is \$1,051,649.

The total amount contributed and anticipated to be contributed by the limited partners and general partner at this time totals \$1,351,649.

Signed this 19th day of July, 2002.

FURTHER AFFIANT SAYETH NOT.

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



STEPHEN HAMMER, General Partner

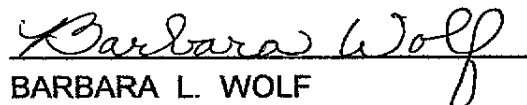
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**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

In pursuance of the Florida Partnership Act F.S. 620 under the laws of the State of Florida, the following is submitted in compliance with said Act:

That the NEW RIVER EQUITIES, II, LIMITED PARTNERSHIP ; a Florida limited partnership qualified to do business under the laws of the State of Florida, with its principal office at 516 SW 4th Avenue, Ft. Lauderdale, FL 33315, has appointed **BARBARA L. WOLF** as its agent to accept service of process within this State at: 2425 E. Commercial Blvd., Suite 307, Fort Lauderdale, FL 33308.

Having been named to accept service of process for the abovestated Limited Partnership at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


BARBARA L. WOLF

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