

# A020000001046



ACCOUNT NO. : 072100000032

REFERENCE : 688156 81081A

AUTHORIZATION :

*Patricia Pizjuts*

COST LIMIT : \$ 87.50

ORDER DATE : August 1, 2002

ORDER TIME : 11:17 AM

ORDER NO. : 688156-010

CUSTOMER NO: 81081A

CUSTOMER: Karen Alexander, Esq  
Alexander Dambra & Duhl, P.a.

Suite 201  
5737 Okeechobee Boulevard  
West Palm Beach, FL 33417

RECEIVED  
02 AUG - 1 AM 11:41  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: 3112 HIGHWAY 441 SOUTH, LTD.

PLEASE FILE SIMULTANEOUSLY

EFFECTIVE DATE:

*File 2nd*

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name Availability	<u>XX</u>	PLAIN STAMPED COPY
Document Examiner		CONTACT PERSON: Ginger Simmons - EXT. 1139 EXAMINER'S INITIALS: _____
Updater		
Updater Verifier		
Acknowledgement	DCC	
W. P. Verifier	DCC	

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TALLAHASSEE, FLORIDA

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**CERTIFICATE**

**OF**

**LIMITED PARTNERSHIP OF 3112 HIGHWAY 441 SOUTH, LTD.**

The undersigned general partners hereby make, acknowledge, and file this Certificate of Limited Partnership for 3112 Highway 441 South, Ltd. (the "Partnership"). This Certificate of Limited Partnership shall be effective as of 8/31, 2002, in compliance with Section 620.108(2), Florida Statutes. This Certificate of Limited Partnership was duly executed and is being filed in accordance with Section 620.108, Florida Statutes.

1. The name of the Partnership is 3112 HIGHWAY 441 SOUTH, LTD.
2. The principal place of business of the Partnership at which the Partnership will maintain its office and where the records required by Section 620.106, Florida Statutes will be maintained is:

166 Harvard Drive  
Lake Worth, Florida 33460

3. The registered agent of the Partnership for service of process, which registered agent is an individual resident of this State is:

Phillip V. Spinelli  
166 Harvard Drive  
Lake Worth, Florida 33460

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4. The name and business address of the sole general partner is as follows:

3112 Highway 441 South, Inc.  
166 Harvard Drive  
Lake Worth, Florida 33460

092 - 83411

5. The name and address of each Limited Partner is as follows:

Phillip V. Spinelli  
166 Harvard Drive  
Lake Worth, Florida 33460

Paul B. Spinelli  
166 Harvard Drive  
Lake Worth, Florida 33460

6. The Limited Partners have contributed the property listed on Schedule "A" to the capital of the Partnership.

7. The Partnership and the limitation of liability of the Limited Partners shall commence upon the filing of the original Certificate and continue until December 31, 2062, unless sooner terminated in accordance with the Agreement of Limited Partnership.

8. The Limited Partners have no responsibility or liability for additional contributions to the capital of the Partnership, but may in certain instances, upon the direction of the General Partner, contribute additional capital for certain operating deficits only or loan funds to the Partnership.

9. The contribution of each Partner is to be returned upon termination of the Partnership or in accordance with the Agreement of Limited Partnership.

10. Net profits and losses of the Partnership for any year shall be allocated to the Partners in accordance with the Agreement of Limited Partnership.

11. A Limited Partner can substitute an assignee as a Limited Partner in his place only in accordance with the Agreement of Limited Partnership.

12. No right is given to any Partner to admit additional Limited Partners except with the consent of the General Partners and in accordance with the Agreement of Limited Partnership.

13. The Limited Partners have a priority upon dissolution of the Partnership, liquidation of Partnership assets and application of any resultant funds in accordance with the Agreement of Limited Partnership.

14. In the event of the withdrawal, dissolution, assignment for the benefit of creditors, adjudication of bankruptcy, or insolvency, retirement, or insanity of the last remaining General Partner, the Partnership shall dissolve, and wind up its affairs pursuant to the terms and conditions of the Agreement of Limited Partnership.

15. No right is given the Limited Partner to demand or receive property other than cash in return for his or her contribution.

16. The initial General Partner of the Partnership is 3112 Highway 441 South, Inc., a Florida corporation.

17. A General Partner may transfer or assign his General Partnership Interest only upon written approval of all other General Partners and of a majority of the Limited Partnership Interests.

18. The latest date upon which the Partnership is to dissolve is December 31, 2062.

IN WITNESS WHEREOF, the General Partner has hereunto set its hand and seal as  
of 8/31, 2002.

3112 HIGHWAY 441 SOUTH, LTD., a  
Florida Limited Partnership

BY: 3112 Highway 441 South, Inc.  
a Florida corporation

BY: [Signature]  
Paul B. Spinelli, President

STATE OF FLORIDA  
COUNTY OF PALM BEACH

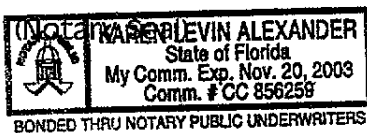
The foregoing instrument was acknowledged before me this 31 day of July, 2002, by Paul B. Spinelli, as President of 3112 Highway 441 South, Inc., the General Partner of 3112 Highway 441 South, Ltd., who is personally known to me or who has produced \_\_\_\_\_ as identification.

[Signature]  
Notary Public, State of Florida  
My Commission Expires:

NOTARY OF STATE  
TALLAHASSEE, FLORIDA

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Karen Levin Alexander  
Print Name of Notary Public

**SCHEDULE "A"**

**INITIAL CONTRIBUTIONS TO CAPITAL OF THE PARTNERSHIP**

<b><u>LIMITED PARTNER:</u></b>	<b><u>NO. OF UNITS</u></b>	<b><u>AGREED VALUE OF CONTRIBUTION</u></b>
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Phillip V. Spinelli  
166 Harvard Drive  
Lake Worth, Florida 33460

49

\$490.00

Paul V. Spinelli  
166 Harvard Drive  
Lake Worth, Florida 33460

49

\$490.00

**GENERAL PARTNER:**

3112 Highway 441 South, Inc.  
166 Harvard Drive  
Lake Worth, Florida 33460

-2

\$20.00

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TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.061 and Section 620.192, Florida Statutes, the following is submitted:

1. That 3112 HIGHWAY 441 SOUTH, LTD., is a Florida limited partnership, desiring to comply with the provisions of Section 48.061 and 620.192, Florida Statutes and shall maintain its initial registered offices at:

c/o 166 Harvard Drive  
Lake Worth, Florida 33460

and has named

Phillip V. Spinelli  
166 Harvard Drive  
Lake Worth, Florida 33460

as its registered agent to accept service of process for the limited partnership within the State of Florida.

Dated as of the 3<sup>rd</sup> day of Jul 7, 2002.

3112 HIGHWAY 441 SOUTH, LTD.  
Florida Limited Partnership

BY: 3112 Highway 441 South, Inc.,  
a Florida corporation, its  
General Partner

BY:   
Paul B. Spinelli, President

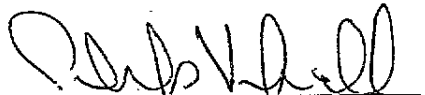
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TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated limited partnership, at the place designated in this Certificate, I hereby accept the responsibility to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative to said office and further accept the duties and obligations of Section 620.192, Florida Statutes.

Dated as of the 3<sup>rd</sup> day of Jul, 2002.

BY:

  
PHILLIP V. SPINELLI  
Registered Agent

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TALLAHASSEE, FLORIDA

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**AFFIDAVIT**

STATE OF FLORIDA  
COUNTY OF PALM BEACH

**BEFORE ME**, the undersigned authority duly authorized to take oaths, personally appeared Paul B. Spinelli, of 3112 Highway 441 South, Inc., a Florida corporation (hereinafter known as "Affiant"), who, being by me first duly sworn on oath states that:

1. Affiant is the President of 3112 Highway 441 South, Inc. which is the General Partner of 3112 Highway 441 South, Ltd.
2. This Affidavit is made for purposes of compliance with Section 620.108, Florida Statutes.
3. The amount of capital contributions of the Limited Partners to 3112 Highway 441 South, Ltd., a Florida Limited Partnership, is the total sum of One Thousand Dollars and 00/100 (\$1,000.00) and no additional amounts are anticipated to be contributed by the Limited Partners at this time.
4. FURTHER AFFIANT SAYETH NAUGHT.

3112 HIGHWAY 441 SOUTH, LTD.  
Florida Limited Partnership

BY: 3112 Highway 441 South, Inc.  
a Florida corporation, its  
General Partner

BY:   
Paul B. Spinelli, President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of JULY, 2002, by Paul B. Spinelli, President of 3112 Highway 441 South, Inc., the General Partner of 3112 Highway 441 South, Inc., who is personally known to me or who has produced \_\_\_\_\_ as identification.



  
Notary Public, State of Florida  
My Commission Expires:

*Karen Levin Alexander*

Print Name of Notary Public