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(Requestor's Name)

(Address)

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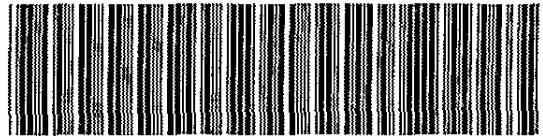
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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November 4, 2002

File No.: HILSF-0001

VIA FEDEX #7906 2365 5328

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

RE: HILL INVESTMENTS FAMILY LTD., a Florida limited partnership

Dear Sir/Madam:

I have enclosed a Certificate of Limited Partnership of Hill Investments Family, Ltd., along with our check in the amount of \$1785.00 which represents the maximum filing fee and registered agent fee.

Please file the partnership and advise if there are any questions or problems regarding this request.
Thank you for your assistance in this matter.

Sincerely,


GENE K. GLASSER

GKG/lps

Enclosures

cc: Mrs. Barbara Goulet

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF

HILL INVESTMENTS FAMILY LTD.,
a Florida Limited Partnership

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UNIFORM CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned General Partner(s), desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership law, hereby states the following:

1. The name of the partnership is Hill Investments Family Ltd.
2. The principal address and the mailing address of the office of the partnership is 199 Twin Lakes Road, Melbourne, Florida 32901.
3. The name and address of the agent for service of process on the partnership is GENE K. GLASSER, c/o Abrams Anton P.A., 2021 Tyler Street, Hollywood, Florida 33020.
4. The name and business address of the General Partner(s) and the mailing address of the partnership are BARBARA GOULET, 199 Twin Lakes Road, Melbourne, Florida 32901.
5. The latest date upon which the partnership shall dissolve is December 31, 2052.
6. No Limited Partner shall be entitled to withdraw or demand the return of any part of its capital contribution except upon dissolution of the partnership.
7. All annual net profits of the partnership shall be divided among the partners in the same proportions as the partners' then capital accounts unless retained for partnership investments and business activities.

8. There is no priority of any one (1) Limited Partner over another with respect to the contributions or compensation by way of income.

9. A Limited Partner may not demand property other than cash in return for its contributions.

The execution of this Certificate by the undersigned General Partner(s) 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(s) of Hill Investments Family Ltd. this 29 day of October, 2002.

Witnesses:

GENERAL PARTNER(S):

Melissa Beel
Eileen F. Mattina

Barbara Goulet
BARBARA GOULLET

Having been named as registered agent for Hill Investments Family 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:

Gene K. Glasser
GENE K. GLASSER

AFFIDAVIT OF CAPITAL CONTRIBUTION

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF RHODE ISLAND)
) SS:
COUNTY OF KENT)

BEFORE ME, the undersigned, personally appeared BARBARA GOULLET,
the General Partner(s) of Hill Investments Family Ltd., a Florida limited partnership, who,
upon being duly sworn, certifies as follows:

The amount of capital contributions to the partnership made by all of
the Limited Partners is as follows:

Barbara Goulet, Trustee T/U/A Spencer F. and Gladys L. Hill dtd. 12/2/93 - Marital Deduction	\$433,000.00
Barbara Goulet, Trustee T/U/A Spencer F. and Gladys L. Hill dtd. 12/2/93 - Share A (Limited Partner)	\$1,433,000.00

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

-0-

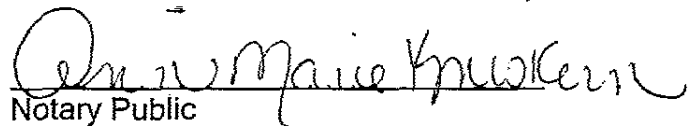
FURTHER, AFFIANT SAYETH NAUGHT.

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(s):


BARBARA GOULLET

The foregoing Affidavit was subscribed and acknowledged before me by BARBARA GOULLET, who is personally known to me or who has produced Driver's License as identification, on this 29 day of October, 2002.


Notary Public

My Commission Expires:

ANN MARIE KNISKERN
NOTARY PUBLIC
MY COMMISSION EXPIRES JULY 9 2005

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TALLAHASSEE, FLORIDA