

A04000000233

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

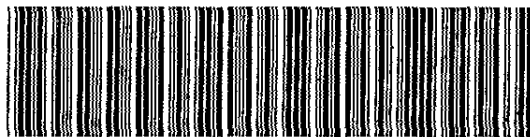
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800027627168

01/29/04--01065--008 **1750.00

02/12/04--01003--012 **35.00

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04 FEB 12 4:10:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A04-233
OK



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 5, 2004

PETER LINDLEY
2101 CORPORATE BLVD., SUITE 300
BOCA RATON, FL 33431

SUBJECT: SL COMMERCE GROUP, LTD.
Ref. Number: W04000005042

We have received your document for SL COMMERCE GROUP, LTD. and check(s) totaling \$1750.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

LIMITED PARTNERSHIP CERTIFICATE/APPLICATION BASIC FEES

Filing fees \$52.50 minimum - \$1750 maximum
Registered Agent Designation \$35

The filing fee is based on the total amount contributed and anticipated to be contributed by the limited partners as shown in the affidavit at a rate of \$7 per \$1000. The filing fee for an Application to Register a Foreign Limited Partnership is based on the total amount contributed by the limited partners allocated for the purpose of transacting business in the State of Florida at a rate of \$7 per \$1000.

Certified Copy (15 pages or less, \$1 for each additional page after initial 15 pages)	\$52.50
Registered Agent/Office Change	\$35
Name Reservation (120 days nonrenewable)	\$35
Amendment (other than specified)	\$52.50
Affidavit Decreasing Contributions	\$52.50
Affidavit Increasing Contributions \$7 per \$1000 on increase only (\$52.50 minimum-\$1750 maximum)	
Certificate of Status or Fact	\$8.75
Cancellation	\$52.50
Resignation of Registered Agent	\$87.50
LP Annual Report/Uniform Business Report	

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TALLAHASSEE, FLORIDA

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\$7 per \$1000 of invested capital
(\$52.50 minimum - \$437.50 maximum)
plus Supplemental Fee of \$138.75

Reinstatement

(\$500 for each year or part thereof the
partnership was revoked plus the delinquent
annual report/uniform business report fees)

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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 404A00007811

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES
MANDEL, WEISMAN, HEIMBERG, BRODIE & GRIFFIN, P.A.

BOCA CORPORATE CENTER
2101 CORPORATE BOULEVARD, SUITE 300
BOCA RATON, FL 33431
TELEPHONE (561) 989-0300
FAX (561) 989-0304

SOUTH FLORIDA TOLL FREE
1-800-416-2249

PETER P. LINDLEY
EXT. 243
Email: plindley@mandelweisman.com

VIA FEDERAL EXPRESS

January 28, 2004

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

Re: *Certificate of Limited Partnership of SL Commerce Group, Ltd.*

Dear Secretary of State:

Enclosed is the original Certificate of Limited Partnership of SL Commerce Group, Ltd., along with a check in the amount of \$1,750.00, representing the requisite filing fees.

Please file the enclosed Certificate, and provide this office with a certified copy thereof and Certificate of Status. Your assistance in this matter is greatly appreciated.

Sincerely,

MANDEL, WEISMAN, HEIMBERG, BRODIE & GRIFFIN, P.A.



Peter Lindley
PPL/aal
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4040000074343

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SL COMMERCE GROUP, LTD., A FLORIDA LIMITED PARTNERSHIP**

1. Name of Limited Partnership:

SL Commerce Group, Ltd.

2. Business Address of Limited Partnership:

1072 A East Newport Center Drive
Deerfield Beach, Florida 33442

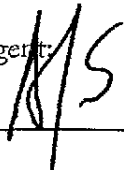
3. Name of Registered Agent:

Andrew Stallone

4. Street Address of Registered Agent:

1072 A East Newport Center Drive
Deerfield Beach, Florida 33442

5. Signature of Registered Agent:



6. Mailing Address of Limited Partnership:

1072 A East Newport Center Drive
Deerfield Beach, Florida 33442

7. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2103.

8. Name and specific address of the sole general partner:

DESS, LLC, a Florida limited liability company
Attention: Edward Ellman, Managing Member
1072 A East Newport Center Drive
Deerfield Beach, Florida 33442

Signed this ____ day of January, 2004.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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SL Commerce Group, Ltd.

By: DESS, LLC, a Florida limited liability,
company, its sole general partner

By: AS
Andrew Stallone, Managing Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared Andrew Stallone, Managing Member of DESS LLC, a Florida limited liability company, the General Partner of SL Commerce Group, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of initial capital contributions of the limited partners upon the filing of this Certificate is \$1,000.00.
2. The total amount to be contributed by the limited partners is anticipated to be \$900,000.00.

FURTHER AFFIANT SAYETH NOT.

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

SL Commerce Group, Ltd., a Florida limited partnership

By: DESS, LLC, a Florida limited liability company, the sole General Partner

By: MS
Andrew Stallone, Managing Member

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned officer, a Notary Public authorized to administer of and to take acknowledgments in and for the State and County set forth above, personally appeared Andrew Stallone, as Managing Member of DESS, LLC, a Florida limited liability company, the sole General Partner of SL COMMERCE GROUP, LTD., known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and be acknowledged to me and before me that he executed this Affidavit as President of the sole General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affirmed my official seal in the State and County set forth above, this 21 day of January, 2004.

Marjorie S. Margolies
Notary Public
State of Florida
My Commission Expires:

MARJORIE S. MARGOLIES
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD164567
EXPIRES 11/13/2006
BONDED THRU 1-888-NOTARY1

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for SL COMMERCE GROUP, LTD., ("Partnership"), I hereby agree to act in this capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with the provisions of all statutes relative to the complete and proper performance of my duties as registered agent.



ANDREW STALLONE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA