

Division of Corporations

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From:

Account Name : BARITZ & COLMAN LLP
Account Number : 120000000130
Phone : (561)750-0910
Fax Number : (561)750-5043

04 AUG 23 AM 9:52

FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

FLORIDA LIMITED PARTNERSHIP

SPEARHEAD PERFORMANCE FUND, Limited Partnership

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 23, 2004

BARITZ & COLMAN LLP

SUBJECT: SPEARHEAD PERFORMANCE FUND, LP
REF: W04000031827

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

You must remove "LP" from the name, as it is not an acceptable suffix for a Florida limited partnership.

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

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(H040001711523)

CERTIFICATE OF LIMITED PARTNERSHIP
OF *limited Partnership*
SPEARHEAD PERFORMANCE FUND, A FLORIDA LIMITED
PARTNERSHIP

The undersigned, desiring to form SPEARHEAD PERFORMANCE FUND, LP, a Florida limited partnership, under the provisions of Chapter 620 of the Florida Statutes, does hereby make, sign and swear the following Certificate, executed and filed pursuant to § 620.108, F.S. Stats., for that purpose:

1. The name of the limited partnership is SPEARHEAD PERFORMANCE FUND, LP, a Florida Limited Partnership (the Limited Partnership).

2. The mailing address and principal place of business address of the Limited Partnership is 150 E. Palmetto Park Road, Suite 750, Boca Raton, Florida 33432. The name and address of the Limited Partnership's agent for service of process is Neil S. Baritz, Esq., Baritz & Colman, LLP, 150 East Palmetto Park Road, Suite 750, Boca Raton, FL 33432.

3. The name and business address of the sole General Partner of the Limited Partnership is SPEARHEAD ASSET MANAGEMENT, INC., 150 E. Palmetto Park Road, Suite 750, Boca Raton, Florida 33432.

4. The latest date upon which the Limited Partnership is to dissolve is in perpetuity, unless otherwise set forth in the Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned has executed and delivered this Certificate of Limited Partnership on August 20th, 2004.

SPEARHEAD ASSET MANAGEMENT, INC.
Sole General Partner of SPEARHEAD
PERFORMANCE FUND, Limited Partnership

By: Todd Tessler
Todd Tessler, President

Prepared By:
Neil S. Baritz, Esq.
Baritz & Colman, LLP
150 East Palmetto Park Road, Suite 750
Boca Raton, FL 33432

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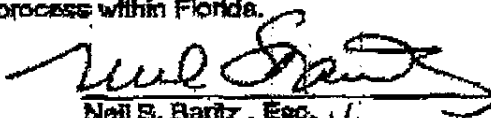
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DIVISION OF CORPORATIONS
OFFICE OF STATE

(R040001711523)

**CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND
REGISTERED OFFICE FOR SERVICE OF PROCESS**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

1. That SPEARHEAD PERFORMANCE FUND, Limited Partnership, desiring to organize under the laws of the State of Florida, has named Neil S. Baritz, of Baritz & Colman, LLP., located at 150 East Palmetto Park Road, Suite 750, Boca Raton, Florida 33432, as its agent to accept service of process within Florida.


Neil S. Baritz, Esq.
Dated: August 20th, 2004

2. That, having been named to accept service of process for the above-stated limited partnership, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office.

BARITZ & COLMAN, LLP.
Registered Agent

By: 
Neil S. Baritz, Esq.
Dated: August 20th, 2004

Prepared by:
Neil S. Baritz, Esq.
Baritz & Colman, LLP.
150 East Palmetto Park Road, Suite 750
Boca Raton, FL 33432

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CLERK OF STATE
DIVISION OF CORPORATIONS

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF THE LIMITED PARTNERS OF
SPEARHEAD PERFORMANCE FUND, A FLORIDA LIMITED
PARTNERSHIP**

Before me, the undersigned authority, personally appeared Todd Tessler, the President of SPEARHEAD ASSET MANAGEMENT, INC., the General Partner of SPEARHEAD PERFORMANCE FUND, who, being first duly sworn deposes and says:

1. That the limited partnership known as SPEARHEAD PERFORMANCE FUND, Limited Partnership currently has TWO (2) limited partners.
2. The total amount of cash contributed by the limited partners of SPEARHEAD PERFORMANCE FUND, is One hundred and no/00 Dollars (\$100.00) cash. Limited Partnership
3. Real Property in the amount of (\$0) has been contributed by members.
4. The total of cash and property anticipated to be contributed by members is One Hundred and no/00. This amount includes amounts from Paragraphs 2 and 3 above.

Further, Affiant says as naught.

SPEARHEAD ASSET MANAGEMENT, INC.
Sole General Partner of SPEARHEAD
PERFORMANCE FUND, Limited Partnership

By: Todd Tessler
Todd Tessler, President

State of Florida
County of Palm Beach

The foregoing instrument was acknowledged before me this 20th day of Aug, 2004, by Todd Tessler, who () is personally known to me or () who has produced FL 001-1246-813-60 as identification.

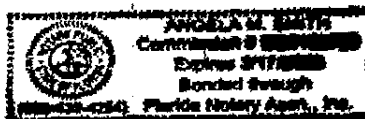
NOTARY SEAL

282-0

Notary Public

(Print name below)

My Commission Expires:



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STATE OF FLORIDA
DIVISION OF CORPORATIONS

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