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J. BRYAN SEP - 9 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 879779 11758A

AUTHORIZATION :

Patricia Pajuts

COST LIMIT : \$ 175.00

2170.00

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ORDER DATE : September 9, 2004

ORDER TIME : 1:25 PM

ORDER NO. : 879779-005

CUSTOMER NO: 11758A

CUSTOMER: Jeffrey S. Wachs, Esq
Doumar Allsworth Cross
Laystrom Perloff Voigt Wachs M
1177 Southeast Third Avenue

Fort Lauderdale, FL 33316

DOMESTIC FILING

NAME: THE DICKERSON INVESTMENTS
LIMITED PARTNERSHIP

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE DICKERSON INVESTMENTS LIMITED PARTNERSHIP

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THE UNDERSIGNED, constituting the General Partner of THE DICKERSON INVESTMENTS LIMITED PARTNERSHIP, a Florida Limited partnership, hereby files its Certificate of Limited Partnership in accordance with Chapter 620, Florida Statutes, as follows:

1. Name of the Partnership: THE DICKERSON INVESTMENTS LIMITED PARTNERSHIP

2. The address of the office of the Partnership is.

701 East Commercial Blvd.
Third Floor
Fort Lauderdale, FL 33334

3. Name and addresses of the agent for the service of process on the Partnership is.

JEFFREY S. WACHS, ESQ.
1177 SE Third Avenue
Ft. Lauderdale, FL 33316

4. Name and business address of the General Partner is.

Rachel E. Dickerson
701 East Commercial Blvd.
Third Floor
Fort Lauderdale, FL 33334

5. Mailing address of the Partnership is.

THE DICKERSON INVESTMENTS
LIMITED PARTNERSHIP
c/o Rachel E. Dickerson
General Partner
701 East Commercial Blvd.
Third Floor
Fort Lauderdale, FL 33334

6. Latest date upon which the Partnership will dissolve.

Will be in accordance with Section 620.157
of the Florida Statute, however, no later than
December 31, 2054.

The execution of this Certificate by the undersigned General
Partner constitutes an affirmation under penalties of perjury that
the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned has duly executed this
Certificate of Limited Partnership of THE DICKERSON INVESTMENTS
LIMITED PARTNERSHIP, this 31st day August, 2004.

GENERAL PARTNER(S):

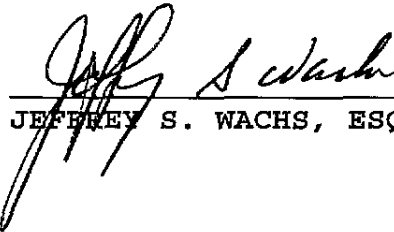
Rachel E. Dickerson
By: RACHEL E. DICKERSON

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for THE DICKERSON INVESTMENTS LIMITED PARTNERSHIP, a Florida limited partnership ("Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership agree to comply with any and all statutes relative to the complete and proper performance of the duties of a registered agent.

REGISTERED AGENT:



JEFFREY S. WACHS, ESQ.

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared RACHEL E. DICKERSON, the General Partner of THE DICKERSON INVESTMENTS LIMITED PARTNERSHIP, a Florida limited partnership, herein referred to as the "Partnership", who, upon being duly sworn, certified as follows:

1. As of the date hereof, the amount of capital contributions to the Partnership made by the Limited Partners is as follows:

\$5,000.00

2. The amount of capital contributions anticipated to be contributed by additional Limited Partners is as follows:

NONE

3. Affiant has executed this Affidavit of Capital Contributions as the duly authorized representative of the General Partner of said Partnership.

FURTHER AFFIANT SAYETH NOT.

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.

DATED this 31st day of August, 2004.

Rachel E. Dickerson
RACHEL E. DICKERSON

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

SS:

COUNTY OF BROWARD

SWORN TO AND SUBSCRIBED before me, the undersigned authority,
by RACHEL E. DICKERSON, who appeared personally before me and took
an oath, who is personally known to me or who produced _____

as identification, on this

31st day of August, 2004.

Lisa D Belenson

Notary Public, State of Florida

Print Name: Lisa D. Belenson

My Commission Number: ~~CC765902~~ DD133915

My Commission Expires: ~~8/10/02~~ 8/10/06

C:\WP51\Dickerson.R\Partnership\Cert.LP.wpd



Lisa D. Belenson
Commission # DD133915
Expires Aug. 10, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

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