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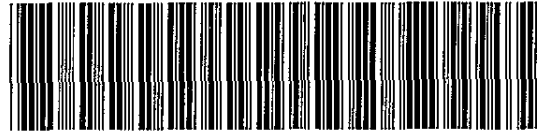
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W04-38783

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10/15/04--01013--004 **936.25

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FF \$875
cc/aus 61.25
936.25



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 18, 2004

STEVEN R. CLARK
1250 W. EAU GALLIE BLVD., STE. J
MELBOURNE, FL 32935

SUBJECT: THE GISH FAMILY LIMITED PARTNERSHIP NO. 1
Ref. Number: W04000038283

We have received your document for THE GISH FAMILY LIMITED PARTNERSHIP NO. 1 and your check(s) totaling \$936.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered agent must be at a Florida street address.

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) 245-6890.

Jason Merrick
Document Specialist

Letter Number: 404A00059691

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TALLAHASSEE, FLORIDA

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STEVEN R. CLARK

ATTORNEY AT LAW

Admitted to practice law in
Florida, Tennessee & the District of Columbia

October 8, 2004

VIA U.S. CERTIFIED MAIL #7001 1940 0001 7499 7292

Secretary of State
Division of Corporations
Capital Building
P.O. Box 6327
Tallahassee, FL 32314-6327

Re: THE GISH FAMILY LIMITED PARTNERSHIP NO. 1

Dear Sir or Madam:


Enclosed please find one properly executed original and one photocopy each of the Certificate of Limited Partnership and the Affidavit of Capital Contributions for The Gish Family Limited Partnership No. 1. Please file the same. A check payable to the Florida Department of State in the amount of \$936.25 is enclosed to cover the following:

1. Filing Fee of \$840.00;
2. Registered Agent Designation fee of \$35.00;
3. Certificate of Status fee of \$ 8.75; and
4. Certified Copy fee of 52.50.

After the Limited Partnership has been filed, please forward the certified copy of the Certificate of Limited Partnership to this office in the enclosed self-addressed, stamped envelope.

Thank you for your help and cooperation in this matter.

Very truly yours,



Steven R. Clark

SRC: jls

Enclosures:

Certificate of Limited Partnership
Affidavit of Capital Contributions
Check in the amount of \$936.25
Self-addressed, stamped return envelope

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE GISH FAMILY LIMITED PARTNERSHIP NO. 1

(a Florida Limited Partnership)

between

ROBERT G. GISH, et. al.

General Partner

and

CELESTE E. LESAGE, et. al

Limited Partner

Dated: December 30, 2003

Prepared by:

Richard O. Jones
Richard O. Jones, Attorney at Law
A Professional Association
1250 W. Eau Gallie Blvd., Suite J
Melbourne, FL 32935

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE GISH FAMILY LIMITED PARTNERSHIP NO. 1
(A FLORIDA LIMITED PARTNERSHIP)**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. **Name of Partnership.** The name of the Limited Partnership is THE GISH FAMILY LIMITED PARTNERSHIP NO. 1.

2. **Character of Business.** The character and purpose of the business of the Partnership is to invest in stocks, bonds, and securities; to engage in the purchase of, sale of, and dealing in, stocks, bonds, notes, and evidences of indebtedness of any person, firm, enterprise, corporation or association, domestic or foreign, and bonds and any other obligations of any government, state, municipality, school district, or any political subdivision, domestic or foreign; to engage in the purchase of, sale of, and dealing in, bills of exchange and commercial paper, and any and all other securities of any kind, nature, or description whatsoever; and to engage on the purchase of, sale of, and dealing in gold, silver, grain, cotton, and other commodities and provisions usually dealt in on exchanges, or on the over-the-counter market, or otherwise. In general, without limitation of the foregoing, the Partnership shall conduct any activities that are usual and customary in the investment in stocks, bonds and securities.

3. **Office for Maintenance of Business Records.** The address of the office at which the records of the Limited Partnership will be kept, as required, is 1250 W. Eau Gallie Blvd., Suite J, Melbourne, FL 32935.

4. **Agent for Service of Process.** The name and address of the Partnership's agent for service of Process in Florida is RICHARD O. JONES, 1250 W. Eau Gallie Blvd., Suite J, Melbourne, FL 32935.

5. **Name and Address of General Partners.** The name and mailing address of each General Partner in the Limited Partnership is as follows:

ROBERT G. GISH 247 32nd Avenue, San Francisco, CA 94112

CELESTE E. LESAGE 247 32nd Avenue, San Francisco, CA 94112

GISH MANAGEMENT
COMPANY, INC. 247 32nd Avenue, San Francisco, CA 94112

P03-130059

6. **Name and Address of Limited Partners.** The name and mailing address of each Limited Partner in the Limited Partnership is as follows:

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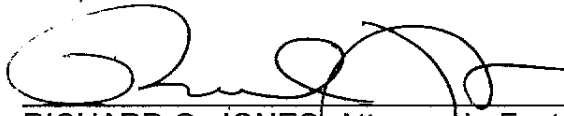
ROBERT G. GISH 247 32nd Avenue, San Francisco, CA 94121
CELESTE E. LESAGE 247 32nd Avenue, San Francisco, CA 94121
CHANTAL GISH 247 32nd Avenue, San Francisco, CA 94121
CHRISTOPHER GISH 247 32nd Avenue, San Francisco, CA 94121


7. **Cash Contributions.** The amount of cash and the description and agreed value of other property or services rendered, and of any promissory note or other obligation to pay cash, convey property, or render services that has been contributed by each Limited Partner are as stated on the books and records of Partnership.

8. **Dissolution.** The Partnership shall be dissolved on December 31, 2053, and the winding up of the affairs of the Partnership shall take place immediately.

9. **Continuation of Business.** On the death, retirement, or insanity of any General Partner, the remaining General Partners shall have the right to continue the Partnership business by purchasing the deceased or retiring Partner's interest in the Partnership. The purchase price shall be equal to the deceased or retiring Partner's capital account as of the end of the fiscal year immediately prior to the death or retirement, plus that Partner's share of Partnership profits or minus that Partner's share of Partnership losses for the period from the beginning of the fiscal year in which the death or retirement occurred until the date of death or retirement, as adjusted for contributions and withdrawals during that period.

DATED this the 30th day of December, 2003.


RICHARD O. JONES, Attorney-in-Fact for
ROBERT G. GISH
General Partner


RICHARD O. JONES, Attorney-in-Fact for
CELESTE E. LESAGE
General Partner

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RICHARD O. JONES, Attorney-in-Fact for
GISH MANAGEMENT COMPANY, INC.
General Partner



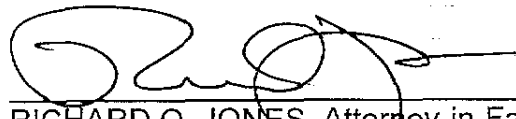
RICHARD O. JONES, Attorney-in-Fact for
ROBERT G. GISH
Limited Partner



RICHARD O. JONES, Attorney-in-Fact for
CELESTE E. LESAGE
Limited Partner



RICHARD O. JONES, Attorney-in-Fact for
CHANTAL GISH
Limited Partner



RICHARD O. JONES, Attorney-in-Fact for
CHRISTOPHER GISH
Limited Partner

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all the general partners of THE GISH FAMILY LIMITED PARTNERSHIP No. 1, a Florida Limited Partnership, certify:

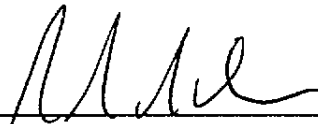
The amount of capital contributions to date of the limited partners is \$ 120,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 120,000.00.

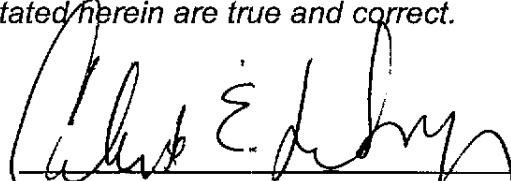
Signed this 28th day of July, 2003.

FURTHER AFFIANT SAYETH NOT.

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



ROBERT G. GISH
General Partner



CELESTE E. LESAGE
General Partner

GISH MANAGEMENT COMPANY, INC.



ROBERT G. GISH, President

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