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**** Transmit Conf. Report ****

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Division of Corporations

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**Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : BLUMBERG/EXCELSTOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212) 431-5000
Fax Number : (212) 431-1441

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DIVISION OF CORPORATIONS
05 NOV 22 AM 10:43

FLORIDA LIMITED PARTNERSHIP

Picard Family Limited Partnership

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$1,785.00



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 12, 2005

BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.

SUBJECT: PICARD FAMILY LIMITED PARTNERSHIP
REF: W05000028529

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.

The Declarations of Trust must be filed with this office before the Limited Partnership can be processed. The Declarations cannot be filed electronically, they must be either mailed or walked in to our office for processing.

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) 245-6967.

Michelle Hodges
Document Specialist

FAX Aud. #: H05000142644
Letter Number: 305A00051776

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DIVISION OF CORPORATIONS

**Certificate of Limited Partnership
of the
Picard Family Limited Partnership
A Florida Limited Partnership**

The undersigned does hereby certify that a Florida Limited Partnership Agreement was signed on January 14, 2005, at East Granby, Florida by the following, herein called the "General Partners":

Harrison Reynolds Picard Management Trust

Sally Borg Picard Management Trust

and by the following, hereinafter referred to as the initial "Limited Partners":

Harrison Reynolds Picard

Sally Borg Picard

Sarah Elizabeth Picard Schlechter

WITNESSETH:

The parties hereto, on the date described above, formed a Limited Partnership pursuant to the provisions of the Florida Limited Partnership Act.

1. **Name of the Limited Partnership.** The name of this Limited Partnership is the Picard Family Limited Partnership
2. **Business.** The Limited Partnership may hold, manage, develop, exchange, and/or lease real estate, buy and sell both real and personal property including options, rights, intangibles and undivided interests in property, hold other investment assets. There is no geographical or jurisdictional restriction upon the location of an investment property or activity. The Limited Partnership may lease property which it owns or needs and may sublease property which it acquires under another lease. It may borrow and lend money, with or without interest or collateral. Furthermore, the Limited Partnership may engage in and/or conduct any lawful business or investment activities.
3. **Principal Office, Principal Place of Business, Records Location and Registered Office.** The location of the principal office, principal place of business and records location of the Limited Partnership is 20 Coppergate Road, East Granby, Connecticut 06026-9511. The location of the registered office of the Limited Partnership is 777 Arthur Godfrey Road, Fourth Floor, Miami Beach, FL 33140.

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4. **Appointment and Consent to Serve as Registered Agent.** The registered agent for service for this Limited Partnership is Richard Alan Lehman whose address is 777 Arthur Godfrey Road, Fourth Floor, Miami Beach, FL 33140.

I, Richard Alan Lehman, a natural person and resident of Florida State, accept the appointment as agent of the Harrison Reynolds Picard Management Trust upon whom process, notices and demands may be served, whose principal place of business and records are located at the address stated above. I understand that as agent it will be my responsibility to receive service of process, to forward mail, and to immediately notify the Office of the Secretary of State in the event of my resignation or of any changes in the Registered Office Address.



Richard Alan Lehman, Registered Agent

5. **General Partners.** The General Partners of this Limited Partnership is:

Residence and Mailing Address:

Harrison Reynolds Picard Management Trust
20 Coppergate Road
East Granby, Connecticut 06026-9511

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Sally Borg Picard Management Trust
20 Coppergate Road
East Granby, Connecticut 06026-9511

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6. **Limited Partners.** The Limited Partnership shall also have such Limited Partners as are named in the Limited Partnership Agreement.
7. **Term of the Partnership.** The Partnership shall begin on the date this Certificate of Limited Partnership is filed with the Secretary of State of Florida and shall continue indefinitely, unless sooner dissolved by law or by agreement of all of the remaining partners or unless extended by the agreement of all the remaining partners.
8. **Additional Contributions.** The General Partner has the power to require additional contributions of capital on a *prorate* basis from each of the Partners, from time to time, upon demand.
9. **Return of Contributions.** No Limited Partner shall be entitled to withdraw or demand the return of any part of his capital contribution except upon dissolution of the Limited Partnership. No Limited Partner shall have the right to dissolve or terminate the Limited Partnership except upon the affirmative vote of one hundred percent (100%) in interest of all Partners.

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10. **Profits.** All annual net profits of the Limited Partnership may be distributed annually and shall be divided among the Partners in the same proportions as the Partners' then constituted partnership interest, unless retained for the Partnership investment and business activities.
11. **Assignments.** A Limited Partner is prohibited from selling, assigning, transferring, encumbering, or otherwise disposing of any interest in this Limited Partnership, its property, or its assets, without the written consent of all of the Partners, both General and Limited, and only after such Limited Partner gives to the Limited Partnership and other Partners an opportunity to purchase such interest, as explained in detail in the Limited Partnership Agreement. The assignee, purchaser, or transferee of the whole or any portion of a Limited Partner's interest in the Limited Partnership shall not become a substituted limited partner unless all General and Limited Partners (except the assignor, seller, or transferor) consent thereto. The assignor, seller, or transferor of a Limited Partnership interest shall not have the right to make his or her assignee, purchaser, or transferee a substituted Limited Partner. Furthermore, such assignee, purchaser, or transferee shall not become a substituted Limited Partner unless and until all provisions of the Partnership Agreement are complied with and expressly agreed to.
12. **Additional Limited Partners.** The General Partners may admit additional limited partners with the consent of all the Partners.
13. **Priority Among Limited Partners.** Except as otherwise provided in the Limited Partnership Agreement, no one Limited Partner has priority over another as to the distributions, liquidation, contributions or compensation by way of income or assets of the Limited Partnership. The Limited Partnership Agreement may provide for the issuance of one or more classes of preferred or common limited or general partnership interests. In the event one or more classes of preferred partnership interest is issued by the Limited Partnership, such preferred partnership interests shall have priority over any common partnership interests as to distribution and liquidation rights.
14. **Continuance of Business.** Upon the death, retirement insanity or legal incapacity of the last surviving or serving General Partner, the Limited Partnership shall dissolve unless continued by the remaining Partners and selecting when necessary a new General Partner. If the last surviving or serving General Partner has died, retired and/or becomes incompetent to adequately manage his or her affairs as determined by written affidavits signed and acknowledged by two licensed physicians, then the Limited Partners holding interest in capital in excess of fifty percent (50%) of the capital owned by all Limited Partners may elect to continue the Limited Partnership by selecting a new General Partner.
15. **Property Other Than Cash.** A Limited Partner may not demand property other than cash in return for his contributions.
16. **Amount of Cash and Agreed Value and Description of Other Property Contributed.** The Partners in the Limited Partnership have initially contributed

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their interest in the property as set forth in Schedules "A" and/or "B" of the Partnership Agreement.

Dated: 14 January 2005

General Partner:

Harrison Reynolds Picard Management Trust

By: 

Harrison Reynolds Picard, Trustee

General Partner:

Sally Borg Picard Management Trust

By: 

Sally Borg Picard, Trustee

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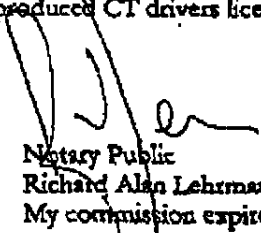
STATE OF FLORIDA)

) ss.

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this day 14 January, 2005, by Harrison Reynolds Picard, as Trustee of the Harrison Reynolds Picard Management Trust, General Partner who is personally known to me or who has produced CT drivers license 0223 94131, as identification.

[Seal]


Notary Public
Richard Alan Lehrman
My commission expires: February 14, 2006

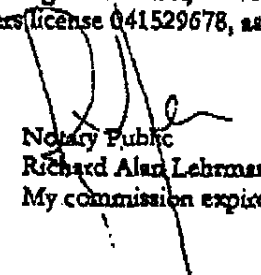
STATE OF FLORIDA)

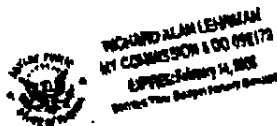
) ss.

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this day 14 January, 2005, by Sally Borg Picard, as Trustee of the Sally Borg Picard Management Trust, General Partner who is personally known to me or who has produced CT drivers license 041529678, as identification.

[Seal]


Notary Public
Richard Alan Lehrman
My commission expires: February 14, 2006



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Affidavit of Capital Contributions

Before Me, the undersigned, personally appeared Harrison Reynolds Picard, Trustee of Harrison Reynolds Picard Management Trust, the General Partner of the Picard Family Limited Partnership, a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being duly sworn, certified as follows:

The total amount of capital contribution to the Partnership made by Sally Borg Picard, a Limited Partner is \$450,000.00.

At this time, it is not anticipated that additional capital contributions will be made by the Limited Partner.

Under penalties of perjury, I declare that I have read the foregoing, and the facts alleged are true, to the best of my knowledge and belief.

General Partner:
Harrison Reynolds Picard Management Trust

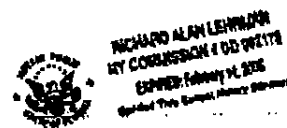
By: *[Signature]*
Harrison Reynolds Picard, Trustee

STATE OF FLORIDA)
) ss.
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this day 14 January 2005, by Harrison Reynolds Picard, as Trustee of the Harrison Reynolds Picard Management Trust, General Partner who is personally known to me or who has produced CT drivers license 0223 94131, as identification.

[Seal]

[Signature]
Notary Public
My commission expires: February 14, 2006



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