

# A11000000400

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H11000137719 3)))



H110001377193ABC/

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To: Division of Corporations  
Fax Number : (850) 617-6383

365524

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

FLORIDA/FOREIGN LP/LLLP  
BOCA COLONY ACQUISITION, LTD

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$1,052.50

RECEIVED  
11 MAY 23 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
11 MAY 23 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Same Individuals  
w/ Boca Colony Acquisition,  
Inc.

Electronic Filing Menu Corporate Filing Menu

Help  
J. BRYAN

⑤

H11000137719

**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**BOCA COLONY ACQUISITION, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, with an effective date of May 20, 2011, does hereby execute, file and acknowledge with the Secretary of State of the State of Florida this Certificate of Limited Partnership, as follows:

1. The name of this limited partnership ("Partnership") shall be:

**BOCA COLONY ACQUISITION, LTD.**

2. The principal office and the mailing address in Florida of this Partnership at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (the "Act") is c/o Howard D. Cohen, 1025 Kane Concourse, Suite 215, Bay Harbor Islands, Florida, 33154.

3. The name and street address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Boca Colony Acquisition, Inc. (as General Partner) c/o Howard D. Cohen, 1025 Kane Concourse, Suite 215, Bay Harbor Islands, Florida, 33154.

4. The name and business address of each General Partner of the Partnership is as follows:

GENERAL PARTNER

BUSINESS ADDRESS

BOCA COLONY ACQUISITION, INC.

#P11000048404

c/o Howard D. Cohen  
1025 Kane Concourse  
Suite 215  
Bay Harbor Islands, FL 33154

5. A mailing address for the Partnership is as follows:

Boca Colony Acquisition, Ltd.  
c/o Howard D. Cohen  
1025 Kane Concourse  
Suite 215  
Bay Harbor Islands, FL 33154

Prepared by: Howard D. Cohen, Esq., FL Bar #980323  
1025 Kane Concourse, Suite 215  
Bay Harbor Islands, FL 33154  
(305) 867-2245

FILED  
11 MAY 23 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


H11000137719

6. The latest date upon which the Partnership is to dissolve is December 31, 2150, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

7. An Affidavit as to capital contributions of the limited partners is submitted herewith and hereby incorporated herein by reference.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Certificate this 20th day of May, 2011.

BOCA COLONY ACQUISITION, INC., a  
Florida corporation, as general partner



Howard D. Cohen, President

FILED  
11 MAY 23 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

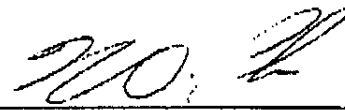
Prepared by: Howard D. Cohen, Esq., FL Bar #980323  
1025 Kane Concourse, Suite 215  
Bay Harbor Islands, FL 33154  
(305) 867-2245

ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT

The UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Boca Colony Acquisition, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that it is familiar, with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act.

Dated this 20<sup>th</sup> day of May, 2011.

BOCA COLONY ACQUISITION, INC., a  
Florida corporation

By:   
Howard D. Cohen, President

FILED  
11 MAY 23 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Prepared by: Howard D. Cohen, Esq., FL Bar #980323  
1025 Kane Concourse, Suite 215  
Bay Harbor Islands, FL 33154  
(305) 867-2245

H11000137719

AFFIDAVIT DECLARING AMOUNT OF  
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF  
BOCA COLONY ACQUISITION, LTD.

The undersigned, constituting the sole General Partner of Boca Colony Acquisition, Ltd. (the "Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partner's contribution total is \$0.00. Additional capital contributions are anticipated to be made by the limited partners in the amount of \$7,000,000.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

BOCA COLONY ACQUISITION, INC., a  
Florida corporation, as General Partner

By:



Howard D. Cohen, President

FILED

11 MAY 23 PM 3:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Prepared by: Howard D. Cohen, Esq., FL Bar #980323  
1025 Kane Concourse, Suite 215  
Bay Harbor Islands, FL 33154  
(305) 867-2245

H11000137719