

# A31049

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

400002074784--2

-01/31/97--01043--007

\*\*\*\*105.00 \*\*\*\*105.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BHCL Holdings, LTD  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Service

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILING FEE 52.50  
R. AGENT FEE 52.50  
C. COPY 52.50  
TOTAL 157.50  
N. BANK  
BALANCE DUE  
REFUND

RECEIVED  
97 JAN 28 AM 11:19  
DIVISION OF CORPORATION  
1/28/97  
Examiner's Initials BSK

LAW OFFICES  
**MARK J. NOWICKI, P. A.**  
LOGGERHEAD PLAZA, SUITE 302  
14155 U.S. HIGHWAY ONE  
JUNO BEACH, FLORIDA 33408

MARK J. NOWICKI  
ALSO ADMITTED IN COLORADO

TELEPHONE 407 624-1444  
TELEFAX 407 775-0270

January 27, 1997

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 28 AM 11:45

Secretary of State  
Division of Corporations  
Limited Partnership Section  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: BHCL Holdings, Ltd.; Amended and Restated Certificate of  
Limited Partnership

Dear Madam:

Enclosed, you will an Amended and Restated Certificate of  
Limited Partnership for this entity, along with the filing fee in  
the amount of \$105. Kindly return a certified copy of the Restated  
Certificate to me.

I have enclosed filing fees computed as follows:

Filing of Amendment	\$52.50
Certified Copy	<u>52.50</u>
Total Funds Enclosed	\$105.00

Should you have any questions, certainly feel free to call.

Sincerely,

  
Mark J. Nowicki

MJN/dmg

110\SEC-ST6.LTR

**AMENDED AND RESTATED**  
**CERTIFICATE OF LIMITED PARTNERSHIP**  
**FILED IN COMPLIANCE WITH**  
**FLORIDA STATUTES CHAPTER 620.109, AS AMENDED**

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Pursuant to Florida Statutes §620.109, the undersigned Partners hereby file this Amended and Restated Certificate of Limited Partnership for BHCL Holdings, Ltd. hereinafter referred to as the Partnership.

1. The name of the Partnership is BHCL Holdings, Ltd.
2. The Partnership filed its original Certificate of Limited Partnership on January 7, 1991. The original Certificate of Limited Partnership was amended and restated pursuant to an Amended and Restated Certificate of Limited Partnership filed on June 14, 1993. This document comprises an Amended and Restated Certificate of Limited Partnership for BHCL Holdings, Ltd. which is effective upon filing with the Florida Secretary of State.
3. The purpose of the Partnership shall be to own, hold, maintain, sell, exchange or otherwise or otherwise develop and exploit certain patents and royalty interests acquired by the Partnership; develop betterments and improvements to same; hold, build upon, maintain and conduct business with respect to real property located generally within Florida and other jurisdictions where the Partnership is registered to conduct business, and/or personal property of any kind, and to purchase, sell, own, acquire an interest in property of any kind and description, whether real or personal property located within or without the State of Florida; dispose of, mortgage, refinance or otherwise encumber all or any part of the aforescribed property; and to conduct such other activities as may be necessary or incidental to the foregoing, all on the terms and conditions herein set forth; or otherwise conduct business with respect thereto and to do all things reasonably incident thereto. Without limiting the foregoing, the Partnership may acquire the ownership of or other interest in the stock of corporations, general or limited partnership interests or other business entity interests, may do any act or accomplish any business or investment purpose as determined by the General Partner, without any limitation or restriction whatsoever, and may alter or amend the purpose of the Partnership consistent with the provisions of the Florida Revised Uniform Limited Partnership Act (1986).
4. The mailing address and principal place of business of the Partnership shall be located at 5458 Town Center Road, Suite 101, Boca Raton, Florida 33486 or at such other place or places as the

General Partner may from time to time determine.

5. The name and business address of the General Partner is as follows:

**GENERAL PARTNER:**

BHCL, Inc.  
5458 Town Center Road, Suite 101  
Boca Raton, Florida 33486

6. The Partnership and the limitation of liability of the Limited Partners commenced upon filing of the original Certificate of Limited Partnership on January 7, 1991 and shall continue for an initial fifty (50) year term until December 15, 2040, unless sooner terminated in accordance with the Agreement of Limited Partnership.

7. The Limited Partners have contributed the property listed on Schedule "A" to the capital of the Partnership.

8. The Limited Partners have no responsibility or liability for additional contributions to the capital of the Partnership unless the Agreement of Limited Partnership provides otherwise.

9. The contribution of each partner is to be returned upon termination of the Partnership in accordance with the Agreement of Limited Partnership.

10. Net profits and losses of the Partnership for any year shall be allocated to Partners in accordance with the Agreement of Limited Partnership.

11. A Limited Partner can substitute an assignee as a Limited Partner in his place only in accordance with the Agreement of Limited Partnership.

12. No right is given to any Partner to admit additional Limited Partners except with the consent of the General Partner and in accordance with the Partnership Agreement.

13. The Limited Partners have a priority upon dissolution of the Partnership, liquidation of Partnership assets and application of any resultant funds in accordance with the Agreement of Limited Partnership.

14. In the event of withdrawal of the General Partner, the Limited Partners may, by vote of the holders of a majority of the then outstanding Units of Limited Partnership Interest, within ninety (90) days after written notice of such event, elect to continue the business of the Partnership and designate a new General Partner (or Partners), who shall consent and accept such designation as of the date of such event. The new General Partner

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(or Partners), shall forthwith execute and record an amendment to the Certificate of Partnership to evidence the election if required by appropriate governing law.

15. The initial Registered Agent to accept service of process on the Partnership is Mark J. Nowicki, Esquire, 14155 U. S. Highway One, Juno Beach, Florida 33408.

IN WITNESS WHEREOF, the General Partner does hereby set its hand and seal on this 29<sup>th</sup> day of November, 1996.

BHCL, INC.

By: *[Signature]*

Its Authorized Officer

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STATE OF FLORIDA  
DEPARTMENT OF STATE


Certificate Designating Place of Business or Domicile for the  
Service of Process Within This State, Naming Agent Upon Whom  
Process May be Served on Behalf of BHCL Holdings, Ltd.

The following is submitted, in compliance with Chapter  
621.105, Florida Statutes:

BHCL Holdings, Ltd., a Limited Partnership organized under the  
laws of the State of Florida, with its principal office at 5458  
Town Center Road, Suite 101, Boca Raton, Florida 33486, has named  
Mark J. Nowicki, 14155 U. S. Highway One, Suite 302, Juno Beach,  
Florida, its agent to accept service of process within this State.

ACCEPTANCE:

I agree to act as Resident Agent to accept Service of Process;  
to keep the office open during prescribed hours; to post my name  
(and any other officers of said partnership authorized to accept  
service of process at the Florida designated address) in some  
conspicuous place in office as required by law.

  
\_\_\_\_\_  
Mark J. Nowicki  
Registered Agent

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**AFFIDAVIT DECLARING AMOUNT OF CAPITAL  
CONTRIBUTIONS TO LIMITED PARTNERSHIP  
PURSUANT TO F.S. §620.108**

The amount of Limited Partners' Capital Contributions is \$476,000. Additional amounts anticipated to be contributed by Limited Partners is \$0.

BHCL Holdings, Ltd.

General Partner:  
BHCL, Inc.

By: *Alfred*  
Its Authorized Officer

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