

# HELLING REALTY AND INVESTMENT COMPANY

2431 ALOMA AVENUE • WINTER PARK, FLORIDA 32792  
TELEPHONE (407) 678-1866/678-1106  
FAX (407) 678-8454

*Located in the Creative Executive Center*

A95000000210  
February 2, 1995

Florida Department of State  
Division of Corporations  
ATTN: Limited Partnership Section  
409 E. Gaines St.  
Tallahassee, FL 32314

4000001391874  
-02/08/95--01011--001  
\*\*\*105.00 \*\*\*105.00

Dear Sir or Madam:

Enclosed is an original and one copy of a Certificate of Limited Partnership for FP Mortgage, Ltd. Please process this filing and return a filed copy to us for our records.

Also enclosed is a check for the application fee which is based on our anticipated contributions of \$10,000.00 (\$70.00) plus the registered agent fee (\$35.00).

Thank you for your assistance.

Sincerely,

*Maggie Dunn*

Maggie Dunn

Name	2/13/95 Administration
Availability	dec
Document	Enclosures
Examiner	
Inspector	
Verifier	
Acknowledgment	
W. P. Verifier	

FILED  
FEB -6 PM 1:11

TC  
\$10,000.00

A95000000210

FP MORTGAGE, LTD.  
CERTIFICATE OF LIMITED PARTNERSHIP

This Certificate of Limited Partnership entered into upon the date filed with the Secretary of State, by and between ECOR, Inc., a Florida corporation ("ECOR"), as the General Partner, and the Limited Partners, each individually as a Limited Partner.

SECTION ONE. Formation. The parties hereto hereby form a limited partnership under and pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (the "Act") for the purposes and upon the terms and conditions set forth herein.

SECTION TWO. Name. The name of the Partnership shall be "FP Mortgage, Ltd.," (the "Partnership"), and all business of the Partnership shall be conducted in such name.

SECTION THREE. Place of Business and Registered Agent. The principal place of business and mailing address of the Partnership shall be 2431 Aloma Avenue, Winter Park, Florida 32792. The name and address of the registered agent for the Partnership is ECOR, Inc., 2431 Aloma Avenue, Winter Park, Florida 32792. The powers, duties, and rights of the registered agent shall be limited to receiving notices on behalf of the Partnership, as required by the Act.

SECTION FOUR. General Partner. The name of the sole General Partner of the Partnership is ECOR, Inc., whose business address is 2431 Aloma Avenue, Winter Park, Florida 32792. 973000043201

SECTION FIVE. Purpose. The Partnership has been formed to engage in any and all activities permitted a limited partnership under the Act.

SECTION SIX. Term. The Partnership shall have a term beginning on the date this Certificate for the Partnership is filed and received for record by the Office of the Secretary of State for the state of Florida and shall continue in full force and effect until February 2, 2015, unless sooner terminated by agreement of the partners or by law.

IN WITNESS WHEREOF, the General Partner and the Limited Partners acknowledge that this Certificate of Limited Partnership is their act, and acknowledge, under the penalties for perjury, to the best of their knowledge, information and belief, that the matters and facts set forth herein are true in all material respects, and that they have executed this Certificate as of the date set forth herein.

WITNESS OR ATTEST:

-GENERAL PARTNER-

ECOR, INC.

Susan K. Wilson

By: Dale D. Helling (SEAL)  
Dale D. Helling  
President

Date: 2-2-95

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, a Notary Public, personally appeared Dale D. Helling, personally known to me to be the President of ECOR, Inc., the General Partner of FP Mortgage, Ltd., and who executed the foregoing Certificate of Limited Partnership on behalf of ECOR, Inc., and acknowledged before me that he subscribed to this Certificate of Limited Partnership on behalf of ECOR, Inc., as General Partner.

WITNESS my hand and official seal in the state and county aforesaid this 2nd day of February, 1995.

Margaret Mary Dunn  
NOTARY PUBLIC: Margaret Mary Dunn

My commission expires:



Notary Public, State of Florida  
MARGARET MARY DUNN  
My Comm. Exp. Mar. 5, 1997  
Comm. No. CG 265078

I hereby accept the designation, duties and responsibilities as Registered Agent of FP Mortgage, Ltd., and agree to comply with the provisions of the Florida Statutes.

ECOR, Inc.

By: Dale D. Helling  
Dale D. Helling, President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
OF FP MORTGAGE, LTD.

STATE OF FLORIDA  
COUNTY OF ORANGE

The undersigned, being the sole General Partner of FP Mortgage, Ltd., does hereby state the following:

FIRST: That to date, the partnership has received capital contributions in the amount of \$10,000.00.

SECOND: That the partnership is offering for sale units of limited partnership interest, and it is anticipated that the partnership will receive total capital contributions from limited partners in the amount of \$10,000.00.

THIRD: That this Affidavit is issued in compliance with Section 620.108 of the Florida Revised Uniform Limited Partnership Act.

IN WITNESS WHEREOF, the undersigned has executed this Affidavit of Capital Contributions as of the 2nd day of February, 1995.

ECOR, INC.

By: Dale D. Helling  
Dale D. Helling  
President

Subscribed to and sworn before me this 2nd day of February, 1995.

Margaret Mary Dunn  
NOTARY PUBLIC - Margaret Mary Dunn

My Commission Expires:



Notary Public, State of Florida  
MARGARET MARY DUNN  
My Comm. Exp. Mar. 5, 1997.  
Comm. No. CC 265075