

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYA STREET
TALLAHASSEE, FL 32301
904 222 9121
904 222 0391 FAX

800-144-8086

CSC networks

A95000000295

MAIL TO:
P.O. BOX 5020
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000002

REFERENCE : 552296 91578A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : March 2, 1995

ORDER TIME : 10:11 AM

ORDER NO. : 552296

CUSTOMER NO: 91578A

CUSTOMER: Deanna L. Smith, Legal Asst
JAMES E. JACOBY, P.A.

1540 Latham Road

West Palm Beach, FL 33409

A. DOK	
FILING	350.00
R. AGENT FEE	35.00
C. COPY	50.50
TOTAL	437.50
N. BANK	
BALANCE DUE	
REFUND	

DOMESTIC FILING

NAME: CATALFUMO MANAGEMENT AND
INVESTMENT, LTD.

200001421782
-03/06/95--01055--016
****437.50 ****437.50

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS: 3/2/95
3K

FILED
SECRETARY OF STATE
95 MAR -2 PM 1:22

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SECRETARY OF STATE
95 MAR -2 PM 1:22

FILED
SECRETARY OF STATE
95 MAR -2 PM 1:27

95-115-2
FEB 10 1995
PM 3:22

**CERTIFICATE OF LIMITED PARTNERSHIP
OF CATALFUMO MANAGEMENT AND INVESTMENT, LTD.**

1. The name of the partnership is CATALFUMO MANAGEMENT AND INVESTMENT, LTD.
2. The address of the Partnership's office is c/o CATALFUMO MANAGEMENT AND INVESTMENT, INC., 1540 Latham Road, West Palm Beach, Florida 33409.
3. The name and address of the agent for service of process is CATALFUMO MANAGEMENT AND INVESTMENT, INC., 1540 Latham Road, West Palm Beach, Florida 33409.
4. The name and business address of the general partner is as follows:

m50406 CATALFUMO MANAGEMENT AND INVESTMENT, INC.
1540 Latham Road
West Palm Beach, Florida 33409
5. A mailing address for the Limited Partnership is c/o CATALFUMO MANAGEMENT AND INVESTMENT, INC. 1540 Latham Road, West Palm Beach, Florida 33409.
6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2025.

This Certificate of Limited Partnership of CATALFUMO MANAGEMENT AND INVESTMENT, LTD. has been executed on the 9th day of February, 1995. By such execution, the general partner whose signature is set forth below hereby affirms, under penalties of perjury, that the facts stated herein are true.

GENERAL PARTNER:

CATALFUMO MANAGEMENT AND
INVESTMENT, INC., a
Florida corporation

By: 

Daniel S. Catalfumo,
President

AFFIDAVIT

The undersigned, as general partner of CATALFUMO MANAGEMENT AND INVESTMENT, LTD., pursuant to Florida Statute Section 620.108(1) hereby attest to the following:

1. The Contribution of the initial limited partner of CATALFUMO MANAGEMENT AND INVESTMENT, LTD. is \$1,000.

2. The total amount anticipated to be contributed by the limited partners of CATALFUMO MANAGEMENT AND INVESTMENT, LTD. is \$50,000.

By its execution, the general partner whose signature is set forth below, hereby affirms, under the penalties of perjury that the facts stated herein are true.

GENERAL PARTNER:

CATALFUMO MANAGEMENT AND INVESTMENT, INC., a Florida corporation

By: [Signature]
DANIEL S. CATALFUMO
President

RECEIVED
SECTION 1
FEB 11 1995
65 H-8 PM 11:22

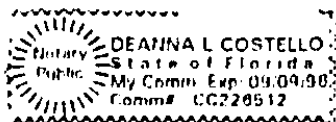
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Daniel S. Catalfumo, who has not taken an oath and who has produced as Identification thereof, Florida Driver's License No. C341-177-55-148-0, who being by me duly sworn did depose and say that he is the President of CATALFUMO MANAGEMENT AND INVESTMENT, INC., the corporation described in and which executed the above instrument in its capacity as General Partner of CATALFUMO MANAGEMENT AND INVESTMENT, LTD., for the purposes therein contained.

WITNESS my hand and official seal in the County and State last aforesaid, this 9th day of February, 1995.

[Signature]
Notary Public
State of Florida at Large
Commission No.

My commission expires:

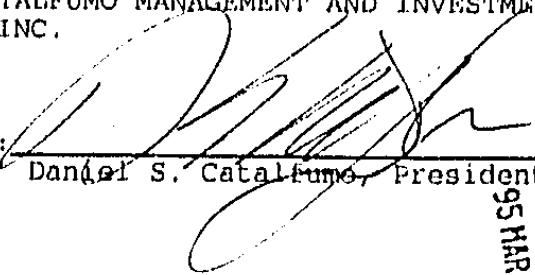


ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for CATALFUMO MANAGEMENT AND INVESTMENT, LTD., a Florida Limited Partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, we, on behalf of the Partnership, hereby agree to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.

CATALFUMO MANAGEMENT AND INVESTMENT
INC.

BY:


Daniel S. Catalfumo, President

c:\data\year\mgmt\cert-1p.mgt

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

AMENDMENT TO
GENERAL PARTNER

1996



OFFICE OF THE
CLERK OF THE
SUPREME COURT
TALLAHASSEE, FLORIDA

FILED

96 MAR -8 AM 0:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In. DOCUMENT #
A95000000295

CATALFUMO MANAGEMENT AND INVESTMENT, LTD.

1540 LATHAM ROAD
WEST PALM BEACH FL 33409

1540 LATHAM ROAD
WEST PALM BEACH FL 33409

3. Filing Date
03/02/1995

3n. Filing Date
FL

4. Filing Date
FL

5n. Amount of Contribution
\$50,000.00

5b. Amount of Contribution
50,000.00

6. Filing Date
April 1995

7. UNDER ALL OF STATES REQUIRED

\$0.75 Additional Fee required
for a Certificate of Status

8. FEES: 1. Filing Fee: computed at a rate of \$7 per \$1,000 on amount entered as fee on 5a. with a maximum filing fee of \$52.50 and a maximum of \$417.50.
2. Supplemental Fee: \$150.75 (computed on amount entered on 5b. if it is greater than \$50,000.00).
THE AMOUNT DUE SHALL BE NO LESS THAN \$101.25 (\$52.50 + \$150.75) AND NO MORE THAN \$578.25 (\$417.50 + \$150.75).
Note: If the amount entered on 5b is greater than amount entered on 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

CATALFUMO MANAGEMENT AND INVESTMENT, INC.
1540 LATHAM ROAD
WEST PALM BEACH FL 33409

10. Filing Date of Last Registered Report

FL

10n. If the partnership is a limited partnership, the partnership must file a statement of partnership with the Department of State. If the partnership is a general partnership, the partnership must file a statement of partnership with the Department of State. If the partnership is a limited liability partnership, the partnership must file a statement of partnership with the Department of State. If the partnership is a limited liability company, the partnership must file a statement of partnership with the Department of State. If the partnership is a limited liability partnership, the partnership must file a statement of partnership with the Department of State. If the partnership is a limited liability company, the partnership must file a statement of partnership with the Department of State.

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name of General Partner
CATALFUMO MANAGEMENT AND INV

11a. Address of General Partner
(Do NOT Use Post Office Box Number)
1540 LATHAM ROAD

11b. City, State and Zip
WEST PALM BEACH FL 33

11c. Registration
Number
M50406

AR \$ 350.00
Sup \$ 138.75
CUS \$ 8.75

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. Signature of General Partner
Daniel S Catalfumo
President
Catalfumo Management Inv. Inc GP
1/10/96
(407) 471-0338

CR2E003 (6/95)