

Bernard S. Peck
Member FL, CT & NY Bars
Daniel D. Peck
Member FL & CT Bars
Kent A. Skrivan
J.D., LL.M. in Taxation
Antonio Faga
Member FL & NY Bars

Peck & Skrivan
Attorneys at Law

Suite 101, First Union Building
5801 Pelican Bay Boulevard
Naples, Florida 33961

Telephone
(813) 566-3600

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(813) 566-3977

A95000000715

April 13, 1995

RECEIVED 145012-17
04/19/95 0110 003
44410,8,05 10,05

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: 2052 McGregor Partnership, Ltd.

Gentlemen:

We enclose herewith for filing the original Certificate of Limited Partnership for 2052 McGregor Partnership, Ltd., and the Affidavit of Capital Contributions.

Please let us have a Certificate of Good Standing for 2052 McGregor Partnership, Ltd.

We enclose our check to your order in the amount of \$1,028.65, representing the limited partnership filing fee of \$984.90, resident agent fee of \$35 and the fee for the Certificate of Good Standing in the amount of \$8.75.

Thank you for your attention to this matter.

Sincerely,

D- [Signature]
Daniel D. Peck

4/13/95
dec
DDP:jfm
Encs.

secyst

TC
\$ 138,253.51

W9500000 8540

A95000000715

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May 2, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Att: Diane Cushing, Corporate Specialist

Re: 2052 McGregor Partnership, Ltd.
Your Ref. Number: W95000008540
Letter Number: 095A00018720

Dear Ms. Cushing:

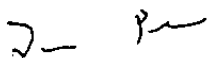
In response to your letter of April 20, 1995, I enclose the original Affidavit of Capital Contributions which has been executed by the president of Corbin Henderson Company, the other general partner of 2052 McGregor Partnership, Ltd.

I also re-enclose the originals of the Certificate of Limited Partnership for 2052 McGregor Partnership, Ltd., the Affidavit of Capital Contributions executed by the president of Simaro Corporation and the Certificate and Acceptance of Registered Agent.

A copy of your April 20, 1995 letter is also enclosed.

When the above documents have been filed please let us have a Certificate of Good Standing for 2052 McGregor Partnership, Ltd.

Sincerely,


Daniel D. Peck

DDP:jfm

Encs.

secyst



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 20, 1995

DANIEL D. PECK
PECK & SKRIVAN
5801 PELICAN BAY BLVD., SUITE 103
NAPLES, FL 33963

SUBJECT: 2052 MCGREGOR PARTNERSHIP, LTD.
Ref. Number: W95000008540

We have received your document for 2052 MCGREGOR PARTNERSHIP, LTD. and your check(s) totaling \$1028.65. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.114, Florida Statutes, requires the original certificate of limited partnership, an affidavit, a certificate of cancellation, or supplemental affidavit to be signed by all of the general partners.

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 (904) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 095A00018720

CERTIFICATE OF LIMITED PARTNERSHIP FOR
2052 MCGREGOR PARTNERSHIP, LTD.,
A FLORIDA LIMITED PARTNERSHIP

The name of the limited partnership is 2052 McGregor Partnership, Ltd., a Florida Limited Partnership.

The name and address (and office) of the agent for service of process for the limited partnership is Randall P. Henderson, Jr., Corbin Henderson Company, 40 Barkley Circle, Suite 1, Fort Myers, Florida 33907.

995000012574 The two general partners of the limited partnership are Simaro Corporation, a Florida corporation, 5801 Pelican Bay Boulevard, Suite 103, Naples, Florida 33963 and Corbin Henderson Company, a Florida corporation, 40 Barkley Circle, Suite 1, Fort Myers, Florida 33907. 310970

The mailing address and address for the limited partnership is 40 Barkley Circle, Suite 1, Fort Myers, Florida 33907.

The latest date on which the limited partnership is to dissolve is December 31, 2025.

An affidavit of capital contributions is attached hereto for the limited partners.

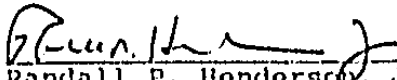
The above is true and accurate and executed on March 24, 1995.

2052 MCGREGOR PARTNERSHIP, LTD.

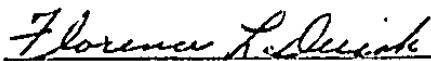
By: 

SINA SIMANTOB
President of general
partner Simaro Corporation,
a Florida corporation

The above is true and accurate.


Randall P. Henderson, Jr.
President
Corbin Henderson Company

SUBSCRIBED TO and sworn before me by RANDALL P. HENDERSON, JR., to me personally known, who appeared before me and who did take an oath this 15th day of May, 1995.


Notary Public

My Commission Expires:



misc\2052-AC2

EST 197 - 9 11 20 30

FILED

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR
2052 MCGREGOR PARTNERSHIP, LTD.
a Florida Limited Partnership

STATE OF COLORADO
COUNTY OF BOULDER

I, SINA SIMANTOB, being duly sworn, declare that I am President of Simaro Corporation, a Florida corporation, a general partner of 2052 McGregor Partnership, Ltd., am over the age of twenty-one years and understand the obligations of an oath.

The capital contributions by the limited partners in 2052 McGregor Partnership, Ltd. is as follows.

<u>LIMITED PARTNER</u>	<u>CAPITAL CONTRIBUTION</u>
Randall P. Henderson, Jr. and Virginia C. Henderson, husband and wife as tenants by the entirety	\$34,303.51
Victor L. Abbo, Trustee of Victor L. Abbo Revocable Trust	\$69,300.00
Sinco International Investments, Inc., a Delaware corporation	\$11,550.00
Peter A. Rose	\$11,550.00
Marcus J. Whitmore	<u>\$11,550.00</u>
TOTAL LIMITED PARTNER CONTRIBUTIONS	\$138,253.51

FILED
JAN 10 1980
CLERK OF DISTRICT COURT
BOULDER COUNTY, COLORADO

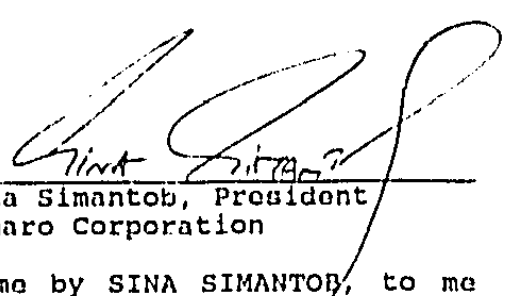
The capital contributions by general partners is as follows.

<u>GENERAL PARTNER</u>	<u>CAPITAL CONTRIBUTION</u>
Simaro Corporation	\$ 2,100.00
Corbin Henderson Company	<u>\$ 346.49</u>
TOTAL GENERAL PARTNER CONTRIBUTIONS	\$ 2,446.46

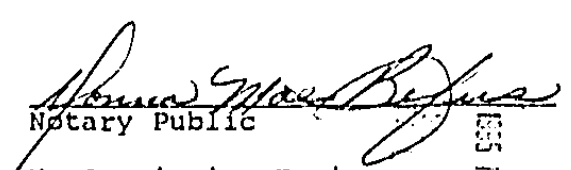
TOTAL CONTRIBUTIONS	\$140,699.97
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No other amounts anticipated to be contributed.

The above is true and accurate.

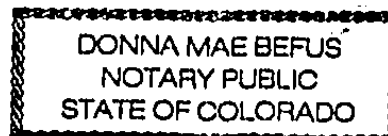

Sina Simantob, President
Simaro Corporation

SUBSCRIBED TO and sworn before me by SINA SIMANTOB, to me personally known, who appeared before me and who did take an oath this 24th day of March, 1995.


Notary Public

My Commission Expires:

misc\2052-ACC



CERTIFICATE AND ACCEPTANCE OF
REGISTERED AGENT

Pursuant to the provisions of Florida law, the undersigned Limited Partnership, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited partnership is:

2052 MCGREGOR PARTNERSHIP, LTD.

2. The name and address of the registered agent and office is:

Randall P. Henderson, Jr.
40 Barkley Circle, Suite 1
Fort Myers, Florida 33907

Having been named as registered agent I agree to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and keeping the office open, and I am familiar with and accept the obligations of my position as registered agent.

Randall P. Henderson, Jr.
Randall P. Henderson, Jr.

March 29, 1995

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

FLORIDA DEPARTMENT OF REVENUE
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA
32399-0001

1a. DOCUMENT #
A95000000715

2052 MCGREGOR PARTNERSHIP, LTD.

40-BARKLEY CIRCLE-SUITE 1
FORT MYERS FL 33907
2070 M & GREGORY BLVD. Suite 4
FORT MYERS, FL 33901
40-BARKLEY CIRCLE-SUITE 1
FORT MYERS FL 33907
SAME AS

2. New Mailing Address, if Applicable

2070 M & GREGORY BLVD. STE 4
FORT MYERS, FL 33901

2b. New Corporate Office Address, if Applicable

SAME AS ABOVE

3. Date of Report
05/08/1995

3a. Date of Last Report
05/08/95

4. State and County of Formation
FL

5a. Amount of Capital Contributed
\$138,253.51

5b. Amount of Capital Contributed
SAME

6. FIC Number
65-0571611

7. CERTIFICATE OF STATUS REQUIRED
\$6.75 Additional Fee required
for a Certificate of Status

8. FEES: 1) Filing Fee: \$7 per \$1,000 or amount entered in 5a or 5b (black with a minimum filing fee of \$52.50 and a maximum of \$437.50)
2) Supplemental Fee: \$10 per \$1,000 or amount entered in 5a or 5b (black with a minimum filing fee of \$52.50 and a maximum of \$437.50)
THE AMOUNT DUE SHALL BE \$138,253.51 + \$101.25 (\$52.50 + \$138.75) AND NO MORE THAN \$578.75 (\$437.50 + \$138.75)
Note: If the amount entered in 5a or 5b is for an amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee
MAKE CHECK PAYABLE TO FLORIDA DEPARTMENT OF REVENUE

9. Name and Address of Current Registered Agent

HENDERSON, RANDALL P JR
CORBIN HENDERSON COMPANY
40-BARKLEY CIRCLE-SUITE 1
FORT MYERS FL 33907

10. If changed, new Registered Agent Name

SAME CORBIN HENDERSON COMPANY
2070 MCGREGOR BLVD STE 4
Suite 4
Fort MYERS, FL 33901

10a. If the partnership is a corporation, limited partnership, or other business entity, it must be organized or registered under the laws of the State of Florida. Submit this statement for the purpose of changing the registered office and registered agent. If the partnership is a corporation, it must be authorized by its general partner(s). Change, accept or appointment of registered agent must be filed with the Department of Revenue, Tallahassee, Florida.

CORBIN HENDERSON CO. By: Randall P. Henderson Jr., President
Signature: Randall P. Henderson Jr., President
Date: 10/24/95

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

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registry Document Number
SIMARO CORPORATION CORBIN HENDERSON COMPANY	5801 PELICAN BAY BOUL 40-BARKLEY CIRCLE-SU- 2070 MCGREGOR BLVD Suite 4 000001634150 -11/13/95--01047--006 ****585.00 ****585.00	NAPLES FL 33963 FT MYERS FL 33907 FT MYERS, FL 33901	P95000012574 510970

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

12. If the partnership is a corporation, limited partnership, or other business entity, it must be organized or registered under the laws of the State of Florida. Submit this statement for the purpose of changing the registered office and registered agent. If the partnership is a corporation, it must be authorized by its general partner(s). Change, accept or appointment of registered agent must be filed with the Department of Revenue, Tallahassee, Florida.

SIGNATURE: Randall P. Henderson Jr., President
CORBIN HENDERSON CO. By: RANDALL P. HENDERSON JR., President
Date: 10/24/95
Tallahassee, Florida

PRESIDENT

0007966

CR2EC03 (6/95)