1201 HAYS STREET 800-142-8086 TALLAHASSET, EL 12301 networ PRESTRE HATE LEBO A LINANCIAL NERVICEN ACCOUNT NO. 1 072100000032 REFERENCE : 590067 11694A AUTHORIZATION : COST LIMIT : 9 ORDER DATE : May 16, 1995 U. IAX . +++785 On -+++1785.00 ORDER TIME : 1:46 PM FILING ____ R. AGENT FEE ORDER NO. : 599967 C. COPY 57 50 101AL ____L837.50 CUSTOMER NO: 11694A N. BANK BALANCE DUE _ CUSTOMER: Me. Corol Truel RICHARD S. LEHMAN, ESOTHMA Suite 270 2600 N. Military Trail Boca Raton, FL 33431 DOMESTIC FILING NAME: EVERGREEN DEVELOPMENT, LTD ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: CERTIFIED COPY

CONTACT PERSON: Lori R. Dunlap EXAMINER'S INITIALS:

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CERTIFICATE OF LIMITED PARTNERSHIP OF EVERGREEN DEVELOPMENT, LTD.

		T			
1.	EVERGREEN DEVELOPMENT, LTD. (Name of Limited Partnership)	79. VI			
	(Maile of Bristed Fatchersorp)	بن -			
2.	c/o Mrs. Patricia Suppor 260 Vio Bollaria, Palm Booch, FL	7			
	(Business Address of Limited Partn	orship)			
з.	Richard S. Lehman, Esq.	1			
	(Name of Registered Agent for Service of Process)				
4.	Suito #270, 2600 N. Military Trail, (Florida Street Address for Regist	Boca Raton, FL 33431 ered Agent)			
5.	See general partners signature				
J.	(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)				
6.	Mrs. Patricia Supper				
0.	260 Via Bellaria, Palm Beach, FL 3	3480			
	(The Mailing Address of the Limite	d Partnership			
7.	The latest date upon which the Limi be dissolved is	ted Partnership is to			
8.	Name of General Partner	Specific Address			
	Evergreen Development, Inc.	260 Via Bellaria			
	-	Palm Beach, FL 33480			
	5450000346754				
Signe	ed this 15th day of May, 1995.				

GENERAL PARTNER/REGISTERED AGENT
hereby accepts responsibility as registered
EVERGREEN DEVELOPMENT, INC. agent

By

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the General Partners of Evergreen Development, Ltd., a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited? partners is \$250,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time is \$250,000.00

This 15th day of May, 1995.

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.

GENERAL PARTNER

EVERGREEN DEVELOPMENT, INC.

By:

| 1201 HAYS SERENT | 1201 HAYS SERENT | 1201 HAYS SERENT | 121 JOHN | 121 JOH

ORDER DATE	: May 16, 1995	и им Ви У Парпопо 1.493863 -115/18/9501104006
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CUSTOMER:	Ms. Corol Truel RICHARD S. LEHMAN, 1 Suite 270 2600 N. Military Tru	SALANCE DUE
	Bocs Raton, FL 334	

DOMESTIC FILING

NAME:

EVERGREEN DEVELOPMENT, LTD

ARTICLES OF INCORPORATION XX CERTIFICATE OF LIMITED PARTNERSHIP	3-14 ORATION
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:	.). /
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PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING	/ *****52.50 *****52.50
CONTACT PERSON: Lori R. Dunlap EXAMINER'S INITIALS:	1.51

CERTIFICATE OF LIMITED PARTNERSHIP OF EVERGREEN DEVELOPMENT, LTD.

EVERGREEN DEVELOPMENT, LTD. 1. (Name of Limited Partnership) c/o Mrs. Patricia Suppor 2. 260 Via Bollaria, Palm Beach, FL 33480 (Business Address of Limited Partnership) Richard S. Lehman, Esq. з. (Name of Registered Agent for Service of Process) Suite #270, 2600 N. Military Trail, Boca Raton, FL 33431 4. (Florida Street Address for Registered Agent) See general partners signature 5. (Registered Agent must sign here to accept designation as Registered Agent for Service of Process) Mrs. Patricia Supper 6. 260 Via Bellaria, Palm Beach, FL 33480 (The Mailing Address of the Limited Partnership The latest date upon which the Limited Partnership is to 7. be dissolved is December 31, 2020 Specific Address Name of General Partner 8. 260 Via Bellaria Evergreen Development, Inc. Palm Beach, FL 33480 8450000346754

Signed this 15th day of May, 1995.

GENERAL PARTNER/REGISTERED AGENT

hereby accepts responsibility as registered EVERGREEN DEVELOPMENT, INC. agent

By

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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The total amount contributed and anticipated to be contributed by the limited partners at this time is \$250,000.00

This 15th day of May, 1995.

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.

GENERAL PARTNER

EVERGREEN DEVELOPMENT, INC.

By:

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(CONTACT PERSON:	Karen B. Rozar		,			

EXAMINER'S INITIALS:

AMENDED CERTIFICATE OF LIMITED PARTNERSHIP

OF

EVERGREEN DEVELOPMENT, LTD.

The undersigned having formed a Limited Partnership on May 16, 1995, pursuant to the provisions of the partnership laws of the State of Florida, do hereby certify as follows:

1. The name of the Partnership is:

EVERGREEN DEVELOPMENT, LTD.

- 2. The character of the Partnership business is to invest in real property.
- 3. The Partnership's principal place of business is located at 260 Via Bellaria, Palm Beach, Florida, 33480 or such place as the General Partner may from time to time designate.
- 4. This Amended Certificate of Limited Partnership reflects the transfer by gift by Patricia M. Supper of thirty-five and fifty-five one hundredths percent (35.55%) of her limited partnership interest in this Limited Partnership in equal proportions to new limited partners, Kathleen Chace Larzelere as Custodian under the Florida Uniform Transfer to Minors Act for both William E. Larzelere, III, her son and Juliette Larzelere, her daughter and William E. Larzelere, Jr., in his individual capacity.

As a result of this sale the partnership is now comprised of the following partners:

a. The name and address of the General Partner is:

> Evergreen Development, Inc. c/o Patricia M. Supper 260 Via Bellaria Palm Beach, Florida 33480

b. The names and address of the Limited Partners as of the date of the filing of this Amended Certificate are:

Patricia M. Supper 260 Via Bellaria Palm Beach, FL 33480

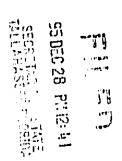
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Kathleen Chace Larzelere
120 Fox Lane
Mt. Kisko, NY 10549

William E. Larzelere, III
120 Fox Lane
Mt. Kisko, NY 10549

Juliette Larzelere
120 Fox Lane
Mt. Kisko, NY 10549

William E. Larzelere, Jr.
120 Fox Lane
Mt. Kisko, NY 10549



- 5. The term of the Partnership has commenced on May 16, 1995, and shall continue until Docember 31, 2020 unless sooner terminated as provided in the Limited Partnership Agreement.
- 6. No property other than cash is being contributed by the Limited Partners.

The Partners have partnership interests in the following proportions:

<u>Partner</u>	Interest in Income or Loss From Operations	Interest in Income or Loss from <u>Capital Items</u>
Evergreen Development, Inc. Patricia M. Supper Kathleen Chace Larzelere William E. Larzelere, III Juliette Larzelere	2.00% 58.45% 4.00% 11.85% 11.85%	2.00% 58.45% 4.00% 11.85% 11.85%
William E. Larzelere, Jr.	11.85%	11.85%

- 7. No time has been agreed upon as to when the Limited Partner shall be entitled to a return of its contribution to the Partnership.
- 8. The profits and losses of the Partnership and all items of income, gain, loss, deductions or credits which enter into the computation thereof shall be allocated two (2%) percent to the General Partner and ninety eight (98%) percent to the Limited Partners in their proportional interests.
- 9. A Limited Partner may not substitute an assignee as a Limited Partner in its place without the consent of the General Partner.

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