



LAW OFFICES

**Rubino, Pepler & Associates
PROFESSIONAL ASSOCIATION**

**Thomas R. Pepler
Nicholas J. Rubino***

***Florida Board Certified
Wills, Trusts and Estates Attorney**

**Of Counsel
John M. Campbell**

**535 Versailles Drive
Suite 150
Maitland, Florida 32751
Telephone (407) 647-PLAN
Facsimile (407) 647-7889**

A95000001193

**Florida Department of State
Corporate Records Division
P. O. Box 6327
Tallahassee, Florida 32314
ATTN: Brenda**

**VIA FEDERAL EXPRESS
NO: 5289878300**

Re: ZABRISKIE FAMILY PARTNERSHIP

**800001553448
-08/04/95--01052--002
***1785.00 ***1785.00**

Dear Brenda:

Per our telephone conversation this morning, please find the following documents enclosed for filing, effective August 3rd, in the above-mentioned limited partnership:

- 1. Certificate of Limited Partnership; and**
- 2. Affidavit of Capital Contributions; and**
- 3. Resident Agent Agreement; and**
- 4. Acceptance of Appointment of Resident Agent.**

In addition, enclosed is a check in the amount of \$ 1,785.00 for the required filing fee.

Please file the enclosed documents accordingly and return certified copies to this office in the provided self-addressed stamped envelope.

If you have any questions or comments regarding the enclosed documents, please do not hesitate to contact this office. Thank you for your assistance in this matter.

Name Availability	<i>OH</i>
Document Expiration	
Updater	DCC
Encls.	
Amrh	
Acknowledgement	DCC
W. P. Verifier	DCC

**A95-
1193**

**Sincerely,
RUBINO, PEPLER & ASSOCIATES, P.A.**

Michelle R. Haynes
**Michelle R. Haynes
Legal Assistant**

95 AUG -3 PM 3:55

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS**



LAW OFFICES

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PROFESSIONAL ASSOCIATION**

**Thomas R. Pepler
Nicholas J. Rubino***

***Florida Board Certified
Wills, Trusts and Estates Attorney**

**Of Counsel
John M. Campbell**

**535 Versailles Drive
Suite 150
Maitland, Florida 32751
Telephone (407) 647-PLAN
Facsimile (407) 647-7889**

August 1, 1995

**Florida Department of State
Corporate Records Division
P. O. Box 6327
Tallahassee, Florida 32314**

**VIA FEDERAL EXPRESS
NO: 5289878300**

Re: ZABRISKIE FAMILY PARTNERSHIP

Dear Sir/Madam:

**Please find the following documents enclosed for filing in the
above-mentioned limited partnership:**

- 1. Certificate of Limited Partnership; and**
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**In addition, enclosed is a check in the amount of \$ 1,785.00
the required filing fee.**

**Please file the enclosed documents accordingly and return
certified copies to this office in the provided self-addressed
stamped envelope.**

**If you have any questions or comments regarding the enclosed
documents, please do not hesitate to contact this office. Thank
you for your assistance in this matter.**

**Sincerely,
RUBINO, PEPPLER & ASSOCIATES, P.A.**

Michelle R. Haynes
**Michelle R. Haynes
Legal Assistant**

**Encls.
\mrh**

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF THE**

**ZABRISKIE FAMILY LIMITED PARTNERSHIP
A Florida Limited Partnership**

The undersigned General Partners, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby state:

1. Name. The name of the Limited Partnership is the ZABRISKIE FAMILY LIMITED PARTNERSHIP.
2. Business. The general character of the Partnership business shall be to effectuate estate planning objectives and consolidate business activities.
3. Principal Place of Business and Mailing Address. The location and mailing address of the principal place of business of the Partnership is 374 Brantley Club Place, Longwood, Florida 32779.
4. Registered Agent. The registered agent for service for this Limited Partnership is Nicholas J. Rubino, Esquire, RUBINO, PEPPLER & ASSOCIATES, P.A., whose address is 535 Versailles Drive, Suite 150, Maitland, Orange County, Florida 32751.
5. Limited Partners. The General Partners and Limited Partners of this Limited Partnership are as follows:

GENERAL PARTNERS

Steven K. Zabriskie

Lynne B. Zabriskie

PLACE OF RESIDENCE

374 Brantley Club Place
Longwood, Florida 32779

374 Brantley Club Place
Longwood, Florida 32779

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LIMITED PARTNERS

PLACE OF RESIDENCE

Amy M. Zabriskie

374 Brantley Club Place
Longwood, Florida 32779

Stephanie L. Zabriskie

374 Brantley Club Place
Longwood, Florida 32779

6. Term. The Partnership shall begin on the 3rd day of August, 1995, and shall continue until December 31, 2025, unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.

7. Additional Contributions. No additional contributions of the Limited Partners have been agreed upon.

8. Return of Contributions. No Limited Partner shall be entitled to withdraw or demand the return of any part of his capital contribution except upon dissolution of the Partnership.

9. Profits. All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportions as the Partners' then capital interest accounts, unless retained for the Partnership investment and business activities.

10. Assignments. A Limited Partner shall have the right to sell his interest in the Partnership, but only after such Limited partner gives to the Partnership a 120-day opportunity to purchase such interest, as explained in detail by the Partnership Agreement.

11. Additional Limited Partners. The General Partner may admit additional Limited Partners.

12. Priority Among Limited Partners. There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

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DIVISION OF CORPORATIONS
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13. Continuance of Business. Upon the death, retirement or insanity of the surviving General Partner, the Partnership shall dissolve unless continued by the remaining Partners and selecting when necessary a new General Partner. If the last surviving or serving General Partner has died, retired and/or becomes insane, then the Limited Partners holding interest in capital owned by selecting a new General Partner.

14. Property Other Than Cash. A Limited Partner may not demand property other than cash in return for his capital contributions.

The execution of this Certificate by the undersigned General Partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partners on behalf of the Limited Partnership this 1st day of August, 1995.

Witness:

Michele L. Haynes
[Signature]

Michele L. Haynes
[Signature]

ZABRISKIE LIMITED FAMILY
PARTNERSHIP

Steven K. Zabriskie
Steven K. Zabriskie
General Partner

Lynne B. Zabriskie
Lynne B. Zabriskie
General Partner


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DIVISION OF CORPORATIONS
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NOTARIAL STATEMENT OF PROOF

**STATE OF FLORIDA
COUNTY OF ORANGE**

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared **STEVEN K. ZABRISKIE**, to me personally known or who produced a Florida Driver's License as identification, who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County last aforesaid this 1st day of August, 1995.


NICHOLAS J. RUBINO
Notary Public, State of Florida
My Commission Expires 8/26/98
Commission No. CC 385997
Bonded thru Troy Fain Insurance Co.

(NOTARIAL SEAL)

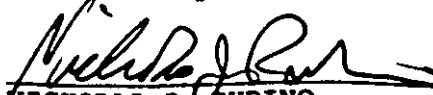


NICHOLAS J. RUBINO
MY COMMISSION # CC385997 EXPIRES
August 26, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

**STATE OF FLORIDA
COUNTY OF ORANGE**

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared **LYNNE B. ZABRISKIE**, to me personally known or who produced a Florida Driver's License as identification, who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County last aforesaid this 1st day of August, 1995.


NICHOLAS J. RUBINO
Notary Public, State of Florida
My Commission Expires 8/26/98
Commission No. CC 385997
Bonded thru Troy Fain Insurance Co.

(NOTARIAL SEAL)



NICHOLAS J. RUBINO
MY COMMISSION # CC385997 EXPIRES
August 26, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

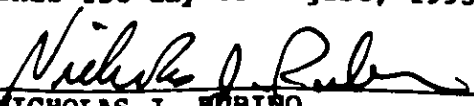
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DIVISION OF CORPORATIONS
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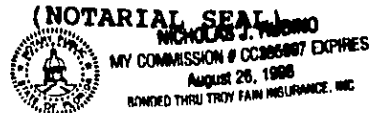
NOTARIAL STATEMENT OF PROOF

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared STEVEN K. ZABRISKIE, to me personally known or who produced a Florida Driver's License as identification, who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County last aforesaid this 1st day of August, 1995.


NICHOLAS J. RUBINO
Notary Public, State of Florida
My Commission Expires 8/26/98
Commission No. CC 385997
Bonded thru Troy Fain Insurance Co.

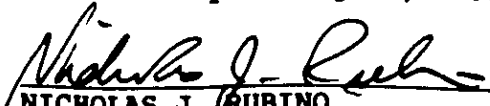


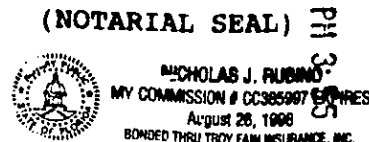
NOTARIAL STATEMENT OF PROOF

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared LYNNE B. ZABRISKIE, to me personally known or who produced a Florida Driver's License as identification, who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County last aforesaid this 1st day of August, 1995.


NICHOLAS J. RUBINO
Notary Public, State of Florida
My Commission Expires 8/26/98
Commission No. CC 385997
Bonded thru Troy Fain Insurance Co.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG - 3 PM 3:55

ZABRISKIE FAMILY LIMITED PARTNERSHIP

RESIDENT AGENT AGREEMENT

I, STEVEN K. ZABRISKIE, as a General Partner, and I, LYNNE B. ZABRISKIE, as a General Partner of the ZABRISKIE FAMILY LIMITED PARTNERSHIP, hereby state the following pertaining to the partnership's Resident Agent as follow:

1. NICHOLAS J. RUBINO and the law firm of RUBINO, PEPPLER & ASSOCIATES, P.A., has been named as the Resident Agent for ZABRISKIE FAMILY LIMITED PARTNERSHIP.

2. NICHOLAS J. RUBINO and the law firm of RUBINO, PEPPLER & ASSOCIATES, P.A., whose address is 535 Versailles Drive, Suite 150, Maitland, Florida 32751 accepts the position of Resident Agent based on certain acceptable conditions.

3. The Resident Agent is directed to accept service of process in any lawsuit in which this partnership shall be a party.

4. Upon service of process, the Resident Agent, shall notify the General Partners of the lawsuit and forward such documents to the partnership office.

5. The Resident Agent is directed not to file an answer or any other documents in such lawsuit, unless the General Partners specifically authorize the Resident Agent to proceed in such lawsuit.


6. The Resident Agent must secure authorization to proceed for each and every lawsuit that such partnership is a party.

7. The Resident Agent reserves the right as the attorney for such partnership to refuse to proceed in such lawsuit if NICHOLAS J. RUBINO or RUBINO, PEPPLER & ASSOCIATES, P.A., reviews such lawsuit and after careful legal consideration concludes that it is unwise to proceed in such matter.

UNDERSTOOD AND AGREED TO THIS 1st DAY OF August, 1995.


STEVEN K. ZABRISKIE
General Partner


LYNNE B. ZABRISKIE
General Partner


NICHOLAS J. RUBINO
RUBINO, PEPPLER &
ASSOCIATES, P.A.
Resident Agent


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DIVISION OF CORPORATIONS
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LABRISKIE FAMILY LIMITED PARTNERSHIP

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for LABRISKIE FAMILY LIMITED PARTNERSHIP, a Florida limited partnership, in the forgoing Certificate of Limited Partnership, I, on behalf of the limited partnership, hereby agree to accept service of process for the limited partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

DATED this 1st day of August, 1995.



NICHOLAS J. RUBINO
RUBINO, PEPLER & ASSOCIATES, P.A.
535 Versailles Drive
Suite 150
Maitland, Florida 32751
(407)-647-7470

Subscribed and sworn to before me on this 1st day of August, 1995 by Nicholas J. Rubino, who produced a valid Florida driver's license as identification.



Notary Public - State of Florida
My Commission Expires:



MICHELLE R. HAYNES
My Commission OC431288
Expires Jan. 03, 1998
Bonded by HAI
800-422-1586

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DIVISION OF CORPORATIONS
95 AUG - 3 PM 3:55

ZABRISKIE FAMILY LIMITED PARTNERSHIP

AFFIDAVIT OF CAPITAL CONTRIBUTIONS


**STATE OF FLORIDA
COUNTY OF ORANGE**

Before me, the undersigned authority, personally appeared Steven K. Zabriskie and Lynne B. Zabriskie, the General Partners of the **ZABRISKIE FAMILY LIMITED PARTNERSHIP**, a Florida Limited Partnership, who being first duly sworn, deposes and says:

1. The amount of capital contributions to date is \$ 865,440.
2. The Limited Partners do not anticipate an additional contribution at this time.
3. The total amount contributed and anticipated to be contributed by the Limited Partners at this time is \$ 865,440.
4. 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.

**ZABRISKIE FAMILY LIMITED PARTNERSHIP,
a Florida Limited Partnership**

By: 
STEVEN K. ZABRISKIE
General Partner

By: 
LYNNE B. ZABRISKIE
General Partner

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DIVISION OF CORPORATIONS
95 AUG -3 PM 3:55

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

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 FEB -2 AM 9:12

SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. Name of Limited Partnership

1a. DOCUMENT #
A95000001193

ZABRISKIE FAMILY LIMITED PARTNERSHIP

DO NOT WRITE IN THIS SPACE

2. New Mailing Address, If Applicable

Suite 101

Suite, Apt. #, etc.

2909 West Hwy 434

City, State & Zip

LONGWOOD, FL 32779

2a. New Principal Office Address, If Applicable

Suite 101

Suite, Apt. #, etc.

2909 West Hwy 434

City, State & Zip

LONGWOOD, FL 32779

Mailing Address

374 BRANTLEY CLUB PLACE
LONGWOOD FL 32779

Principal Office Address

374 BRANTLEY CLUB PLACE
LONGWOOD FL 32779

If above addresses are incorrect in any way, line thru with the incorrect information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in
FLORIDA 08/03/1995

3a. Date of Last Report

4. State or Country of Formation
FL

5a. Capital Contributions as Shown
on Record \$885,440.00

5b. Amount of Capital Contributions in
FLORIDA to date

6. FEI Number

59-3338078

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

8. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5a or 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2) Supplemental Fee: \$138.75 (pursuant to section 807.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$570.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 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

RUBINO, NICHOLAS J ESQ.
RUBINO, PEPPER & ASSOCIATES, P.A.
326 VERMILION DR., SUITE 130
MANTLAND FL 32751

10. If changed, new Registered Agent's Office

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

900001706969
-02/06/96--01015--003
***576.25 FL ***576.25

10a. Pursuant to the provisions of sections 620.1051 and 620.102, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.102, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

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 Number)

11b. City, State & Zip Code

11c. Registration
Document Number

ZABRISKIE, STEVEN K
ZABRISKIE, LYNN B

374 BRANTLEY CLUB PL
374 BRANTLEY CLUB PL

LONGWOOD FL 32779
LONGWOOD FL 32779

AR- \$437.50
F- \$138.75

2/5/96 aw

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

12. I do hereby certify that the information furnished with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

DATE

Typed or Printed Name of General Partner Signing Form

Steve ZABRISKIE

Telephone Number

407-788-2222

CR2E003 (5/95)