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JEHALD DAVID AUGUST BICHAND & COMITEN JOSEPH J. KULUNAS MITCHELL D. SCHENPS

JAMES J. FREELAND. OF COUNKE OHE CLEARLARE CENTRE 800 AUSTRALIAN AVENUE SQUTH SUITE 800 WEST PALM BEACH FLORIDA 3340)

> (407) 835-9600 FAX (407) 835-9602

PLEASE RESPOND TO WEST PALM SEACH

WABHINGTON, D.C. OFFICE 501 SCHOOL STREET, S.W. SUITE ZOO WABHINGTON, D.C. RORA (ROR) OAG-BIGO

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Attention: <u>Steve Marcus</u> GRN/Corporate Creations 1704 Thomasville Road, Ste. 106 Tallahassee, FL 32303.	R. AGENT FET TO AND C. COPY TOTAL TEST THE TEST	SECRETATIONS AND SECRETATIONS OF SEP 25 PM 4: 03 -
Dear Steve:		S

Enclosed please find Certificate of Limited Partnership, Affi-1/davit of Capital Contribution and Acceptance of Appointment las Registered Agent for the above-referenced limited partnership. If please walk into the Secretary of State and file the documents on the same day you receive them. I have enclosed a check in the amount of \$1,785 for filing fees. A copy of the original has also been provided for date-stamping purposes and I ask that you return same to me in the enclosed pre-addressed Federal Express envelope.

If you have any questions, please do not hesitate to call.

Very\truly yours,

Rita M. Burdo, Legal Assistant MITCHELL D. SCHEPPS

enclosures Cc: Richard B. Comiter, Esq. NatLien.lt1

CERTIFICATE OF LIMITED PARTNERSHIP OF NATIONAL LIEN MANAGEMENT, LTD., A FLORIDA LIMITED PARTNERSHIP

The undersigned general partner of National Lien Management Inc. (the "General Partner") destros to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

- The name of the Partnership is National Lien Management, Ltd.
- The address of the office of the Partnership is 1700 Palm Beach Lakes Boulevard, Suite 1100, West Palm Beach, Florida 33401.
- The name and address of the agent for service of process of the Partnership is National Lien Management, Inc., 1700 Palm Beach Lakes Boulevard, Suite 1100, West Palm Beach, Florida 33401.
- The name and business address of the General Partner is National Lien Management, Inc., 1700 Palm Beach Lakes Boulevard, Suite 1100, West Palm Beach, Florida 33401.
- The mailing address of the Partnership is 1700 Palm Beach Lakes Boulevard, Suite 1100, West Palm Beach, Florida 33401.
- The latest date upon which the Partnership shall dissolve is no later than December 31, 2045, unless the Partners agree to extend the term.
- This Certificate shall be effective upon the filing of this Certificate with the State of Florida, Department of State.

This Certificate is duly executed and is being filed in accordance with section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

The execution of this Certificate by the undersigned General Partner 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 Partner of National Lien Management, this 22nd day of Sed-, 1995.

Richard A. Heltmeyer, President of National Lien Management, Inc.,

General Partner

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA

COUNTY OF PALM BEACH

- I, RICHARD A. HEITMEYER, as President of National Management, Inc., which corporation is the General Partner of National Lien Management, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," being duly sworn, certifies as follows:
- The anticipated amount of capital contributions to the Partnership to be made by its Limited Partners is \$500,000.00.

Under penalties of perjury I declare that the foregoing facts are true to the best of my knowledge and belief.

Dated: September 22, 1995.

Richard A. Heitmeyer President of National Lien Management, Inc.,

General Partner

STATE OF FLORIDA COUNTY OF PALM BEACH

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared RICHARD A. HEITMEYER, in his capacity as President of National Lien Management, Inc., the General Partner of National Lien Management, Ltd., known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contribution, and he acknowledged to me and before me that he executed this Affidavit freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state aforesaid this 2200 day of September, 1995.

[SEAL]

RITA M. BURDO MY COMMISSION # CC 430609 EXPIRES: January 22, 1999 Bonded Thru Notary Public Underwriters Notary Public

State of Florida, at Large

Typed or Printed Name of Notary

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for National Lieft Management, Ltd., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said.
Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of the registered agent.

NATIONAL LIEN MANAGEMENT, INC.,

Registered Agent

Richard A. Heitmeyer, President of National Lien Management, Inc.,

General Partner

NatLien.CLP

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

WILL BE SUBJEC	T TO REVOC	ATION AND \$5	00 PI	ENALTY	FEE							
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1700 Balm Beach Lakes Blvd. Suite 1100						Cdu State A La						
West Palm Beach, D	rL 33401						City State & Zip					
							20. 14	rw Principal Offic	e Address II	Applicable		
If above addresses are incorrect in any way	. Ine through the inc	Orrect intermation and (enler co	rreal addre	ss in Block 2	and/or 2a	Suite Apl	Felc 🚓		ND 1 7	'022	24
3. Date Formed or Registered to Do Buse FLORIDA	7011 S.D.	Date of Cast Report	4.	State or Co	unity of Form	alion	City, Stati		Л7317! !+>++13!		021 01 ****139	
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National Lien Mana 1700 Palm Beach La Suite	gement, I kes Blvd.	nc nc	ı Bea					Beach,	FL		0001950	
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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 supplied with this fring is voluntary function and does not qualify for the exemption stated in Section 119.07(3)(k). Forida Statutes, I revease the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the element is deemed exemption from public access. I further certify that it am a General Partner of the inflience partnership receiver or trustee empowered to execute this report as prefured by Partner of the partnership receiver or trustee.

_ DyiE __ _

SIGNATURE _

networks PRENTICE HALL LI GAL & HNANCIAL SLIBVICES

ACCOUNT NO. : 0721000000032

REFERENCE :

916<u>79</u>5

AUTHORIZATION :

COST LIMIT : 9 35.00

ORDER DATE: April 12, 1996

ORDER TIME : 11:01 AM

ORDER NO. : 916705

CUSTOMER NO:

1534084

800001778528

CUSTOMER: Ms. Linda Davis

Capital Asset Research

Suite 1100

1700 Palm Beach Lakes Blvd. West Palm Beach, FL 33401

CHANGE OF AGENT

NAME: NATIONAL LIEN MANAGEMENT, LTD.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY XX PLAIN STAMPED COPY

CONTACT PERSON: Debbie Skipper

SMISSER OF CORPORATION

Florida Department of State, Jlm Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.
1a. The name of the corporation is: National Lien Management, LTD.
1b. Date of incorporation 09/25/1995 Document number A95000001435
2. The name and address of the current registered agent and office:
National Lien Management, Inc.
1700 Palm Beach Lakes Blvd., Suite 1100 West Palm Beach, F1.3340 3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)
CORPORATION SERVICE COMPANY
1201 Hays Street, Tallahassee, Florida 32301
The street address of its registered agent and the street address of the business of its registered agent as changed will be identical.
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board. Compared to the board
HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT. Corporation Service Comapny Laura R. Dunlap as Agent SIGNATURE (Registered Agent) DATE 11-12 90

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91)

FILING FEE: \$35.00

CIOETA FAMILY LIMITED PARTNERSHIP 3120 NORTH 46TH AVENUE HOLLYWOOD, FLORIDA 33021 (954) 989 - 0700

A95000002016

April 17, 1996

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

re: Cioeta Family Limited Partnership A95000002016

Attn: Brenda Tadlock, Senior Administrator

Dear Ms. Tadlock:

With regard to the return of our 1996 Annual report and check (see attached correspondence) we believe that this may not be correct. We have no record of a prior filing of the 1996 annual report in January, 1996.

As you discussed with our C.P.A., Louis Claps, yesterday, enclosed is a check for \$ 1.00 for a copy of the 1996 Annual Report you show as filed for us. In the event that this filing is incorrect we will inform your office and refile the 1996 Annual Report.

Thank you for your assistance and cooperation in this matter.

Sincerely,

Antonio Cioeta, General Partner