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XX CERTIFI PLEASE RETURN	NEWPORT PARTNERS XIX, L	

CERTIFICATE OF LIMITED PARTNERSHIP NEWPORT PARTNERS XIX, GTD.

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Rovised Uniform Limited Partnership Act, Sections 620.101 through 620.186 of the Florida Statutos, horoby states the following:

- The name of the Partnership is "NEWPORT PARTNERS XIX, LTD. "
- The address of the office of the Partnership as referred to in Section 620.105, Florida Statutes, is 300 International Parkway, Suite 270, Heathrow, Florida 32746.
- The name of the agent for service of process on the Partnership shall be Peter S. Cahall, 300 International Parkway, Suite 270, Heathrow, Florida 32746.
- The name and business address of the General Partner are:

Name

<u>Address</u>

Newport Partners XIX, Inc. 300 International Parkway Suite 270
Heathrow, Florida 32746

- The mailing address for the Partnership is 300 International Parkway, Suite 270, Heathrow, Florida 32746.
- The latest date upon which the Partnership shall dissolve is January 31, 2041.
- A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by the General Partner.

This Certificate of Limited Partnership was executed by the General Partner this $\frac{2^{n\ell}}{2^n}$ day of October, 1995.

GENERAL PARTNER

NEWPORT PARTNERS XIX, INC., a Florida corporation

Peter S. Cahall, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the abovenamed Partnership, at the place designated in the foregoing Certificate of Limited Partnership, I hereby accept such appointment and agree to act in such capacity, and I further agree to comply with provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent. I am familiar with, and accept the duties and obligations of, Section 620.192 of the Florida Statutes.

REGISTERED AGENT

Peter S. Cahall

Date: October 3, 1995

PK 4: 05

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STATE OF FLORIDA

COUNTY OF SEMINOLE



APPEDAVET OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Peter S. Cahall, President of NEWPORT PARTNERS XIX, INC., the sole general partner of NEWPORT PARTNERS XIX, LTD., a Florida limited partnership (the "Partnership"), of Seminole County, Florida, who upon being duly sworn, cortified as follows:

- The amount of the capital contributions to the Partnership made by the limited partners is \$100.00.
- The amount of additional capital contributions anticipated to be contributed by the limited partners is \$ -0-.

FURTHER AFFIANT SAYETH NOT.

Under 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

NEWPORT PARTNERS XIX, INC.

Date: October - , 1995

S. Cahall, President Peter

Sworn to and subscribed before me this 2 ' day of October, 1995, by Peter S. Cahall, President of Newport Partners XIX, Inc., as General Partner on behalf of Newport Partners XIX, Ltd., a Florida limited partnership. He (check one) Dis personally known to me, I produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or D produced other identification, to wit:_

> Print Name: Notary Public - State of Florida

Commission No.:

My Commission Expires:



P 05 B04 2148 ORCANDO FLOR DA 178112 F148

> WRITER'S DIRECT DIAL NO. (407) 478-5119

1 1 100 ORCANIOS FLORIDA MAILE

(ann sail sann FAR (40.4) 421 (83)

November 14, 1995

Florida Dopartment of State Division of Corporations Attention: Amendment Section P. O. Box 6327 Tallahassoo, FL 32314

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Supplemental Affidavit of Capital Contributions for Newport Partners XIX, Ltd.

Gentlemen:

A950000 1485

Enclosed are an original and one copy of the Supplemental Affidavit of Capital Contributions for Newport Partners XIX, Ltd., together with a check for \$1,750.00 to cover the maximum filing fee (based on \$1,197,500.00 of capital contributed by the limited partners to the partnership).

Once the Supplemental Affidavit of Capital Contributions for Newport Partners XIX, Ltd. has been filed, please return the copy stamped with the date of filing to this office.

Sincerely, France Stands Stand

:mff Enclosures (3) cc: Peter S. Cahall Teresa J. Sherrard

1/20/95a) 1/29/95a)

DEAN, MEAD, SMELVOGEL, GOLDMAN & BOYD 1904 451 2313 +900 258 8800 +100 125 8373

1407 464 1200 + 1407 382 7700



November 20, 1995

MARY F. FENDLE, LEGAL ASSISTANT DEAN, MEAD, EGERTON, BLOODWORTH POST OFFICE BOX 2346 ORLANDO, FL 32802-2346

SUBJECT: NEWPORT PARTNERS XIX, LTD. Ref. Number: A95000001485

We have received your document for NEWPORT PARTNERS XIX, LTD. and your check(s) totaling \$1750.00. However, the document has not been filed and is being retained in this office for the following:

The enclosed annual report or reinstatement must be filed and the appropriate fee submitted before your document can be filed.

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) 487-6920.

Letter Number: 195A00051204

Ava Watson Corporate Specialist

GEAN, MEAD, EGENTON, BLOODWONTH, CAPOUANO & BOZARTH, P. A.

ATTORNETS AND COUNSELORS AT LAW

\$100 NOW THE WARRY CALLSON OF

GREGATION FROM DIA 18404 - \$500 OF THE TOTAL CHECKS FROM DIA 1840 F

140 F 84 200

WRITER'S DIMERT DIAL NO. (407) 428-5119

November 27, 1995

Florida Dopartment of State Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

Attention: Ava Watson, Corporate Specialist

Re: Newport Partners XIX, Ltd.; Reference Number A9500001485

Dear Ms. Watson:

Enclosed is a copy of your letter dated November 20, 1995, acknowledging receipt of the Supplemental Affidavit of Capital Contributions for Newport Partners XIX, Ltd., but advising us that the document was not filed because the annual report must be filed and the appropriate fee submitted before the Supplemental Affidavit can be filed. It is my understanding that this requirement is "internal policy", rather than a statutory requirement, imposed because the Department has mailed its first notices to partnerships that 1996 annual reports are now due.

We are aware that the partnership's 1996 annual report is now due and Newport Partners XIX, Ltd. intends to file the annual report on or before December 31, 1995, in compliance with Section 620.177 of the Florida Statutes. However, we request that the Supplemental Affidavit of Capital Contributions be filed immediately so that the partnership is in compliance with Section 620.112 of the Florida Statutes, requiring the partnership to file a supplemental affidavit declaring the amount of the capital contributions of the limited partners with the Department within 30 days of the time when the actual contributions of the limited partners exceed the anticipated amount of capital contributions filed with the partnership's certificate of limited partnership. Such additional contributions were made by the limited partners of Newport Partners XIX, Ltd. on or about October 15, 1995, and consequently the Supplemental Affidavit was due to be filed on or about November 15, 1995.

Florida Department of State Division of Corporations November 27, 1995 Page 2

I spoke with Gretchen Harvey today for clarification on the Department's policy, and she stated that the Department would accept the Supplemental Affidavit of Contributions for filing upon receipt of this letter expressing the partnership's intent to file its 1996 annual report on or before December 31, 1995. Please call me if there will be any further delay in filing the Supplemental Affidavit.

Sincerely,

Mary F. Fendle, Legal Assistant

:MFF
Enclosure
cc: David Mann
Teresa J. Sherrard

C:\LTR\NEWPOR19.07

STATE OF FLORIDA
COUNTY OF SEMINOLE

TONE STATE BANDS

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Peter S. Cahall, President of NEWPORT PARTNERS XIX, INC., the sole general partner of NEWPORT PARTNERS XIX, LTD., a Florida limited partnership (the "Partnership"), of Seminole County, Florida, who upon being duly sworn, certified as follows:

- 1. The amount of the capital contributions to the Partnership made by the limited partners is \$1,197,500.00.
- 2. The amount of additional capital contributions anticipated to be contributed by the limited partners is \$ -0-.

FURTHER AFFIANT SAYETH NOT.

Under 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

NEWPORT PARTNERS XIX, INC.

Date: November (1, 1995

Peter S Cahall Pregiden

Sworn to and subscribed before me this $\frac{Q}{N}$ day of November, 1995, by Peter S. Cahall, President of Newport Partners XIX, Inc., as General Partner on behalf of Newport Partners XIX, Ltd., a Florida limited partnership. He (check one) I is personally known to me, I produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or I produced other identification, to wit:

Kund Devens

Print Name: <u>Print He</u> Notary Public - State of Florida

Commission No.:

My Commission Expires:

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

LIMITED PARTOERSHIP



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