

1201 HAYS STREET  
TALLAHASSEE, FL 32301

800-342-8086

(904) 222-0171  
(904) 222-0171 X

A9500001699



ACCOUNT NO. : 072100000032

REFERENCE : 712394 113975A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 19, 1995

ORDER TIME : 9:35 AM

ORDER NO. : 712394

CUSTOMER NO: 113975A

CUSTOMER: Ms. Karen H. Gates  
TATICH DOWNING SHIRLEY PYLES  
& LOONEY, P.A.  
P. O. Drawer 7540

Maitland, FL 32794

G. TAX *COS* 6.75  
FILING 17.50  
R. AGENT FEE 25.00  
C. COPY 52.50  
TOTAL 1846.25  
N. CASH  
BALANCE DUE  
REFUND

DOMESTIC FILING

NAME: LAST PERFECT WAVE PRODUCTIONS,  
LTD.

900001637479  
-11/15/95--01107--004  
\*\*\*1846.25 \*\*\*1846.25

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

RECEIVED  
95 OCT 19 AM 11:10  
DIVISION OF CORPORATIONS

10/19/95

**TATICH DOWNING & SHIRLEY**

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AND COUNSELLORS AT LAW

POST OFFICE DRAWER 7540

MAITLAND, FLORIDA 32751-47540

PHILIP TATICH, P.A.  
HAROLD L. DOWNING, P.A.  
JONATHAN W. SHIRLEY, P.A.

TELEPHONE (407) 875-0033  
FACSIMILE (407) 875-0044

601 S. LAKE DESTINY ROAD  
SUITE 200  
MAITLAND, FLORIDA 32751

October 18, 1995

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

**ATTENTION: NEW FILING SECTION**

Re: Certificate of Limited Partnership  
of Last Perfect Wave Productions, Ltd.

Dear Sir or Madam:

Enclosed are two original copies of the Certificate of Limited Partnership of Last Perfect Wave Productions, Ltd. with our check in the amount of \$1,846.25 which represents the \$1,750.00 maximum filing fee, \$35.00 fee for designation of registered agent, \$52.50 certified copy fee, and \$8.75 fee for Certificate of Status of the Corporation.

Once the Certificate of Limited Partnership has been filed, the certified copy should be returned to Corporation Information Services, Inc. for transmission to our office.

Sincerely,



Harold L. Downing

HLD:khg  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 OCT 19 AM 11:51

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF LAST PERFECT WAVE PRODUCTIONS, LTD.**

THIS CERTIFICATE, made, sworn to and acknowledged as of this 20th day of June, 1995, by Last Perfect Wave, Inc., a Florida corporation, as the "General Partner" of the Limited Partnership.

1. Formation of Partnership. A limited partnership (hereinafter called the "Partnership") is hereby formed under the Florida Revised Uniform Limited Partnership Act (1986), which law, except as expressly provided herein, shall govern the rights and obligations of the parties hereto.

2. Name. The name of the Partnership shall be Last Perfect Wave Productions, Ltd.

3. Character of Business. The character of the business of the Partnership is to produce and distribute and to otherwise exploit all rights to the motion picture to be titled The Last Perfect Wave. The Partnership shall also make investments and expenditures and take any and all action and engage in any and all activity which is incidental or reasonably related to the foregoing.

4. Office Address; Agent for Service of Process. The office address and mailing address of the Partnership shall be 280 West Canton Avenue, Suite 105, Winter Park, Florida 32789. The General Partner may, on behalf of the Partnership, change the place of business from time to time upon notice to the Limited Partners. The name and address of the Agent for service of process shall be as follows:

S. Ray Coleman  
280 West Canton Avenue  
Suite 105  
Winter Park, Florida 32789

The acceptance of this Registered Agent is attached as Exhibit "A" hereto and made a part hereof.

5. General Partner. The name and mailing address of the General Partner of the Partnership is as follows:

Last Perfect Wave, Inc.  
280 West Canton Avenue, Suite 105  
Winter Park, Florida 32789

6. Term. The term of the Partnership shall commence upon filing with the Department of State, State of Florida, and shall terminate December 31, 2020, unless sooner terminated in accordance with the law or this Agreement.

7. Amendment to Certificate. This Certificate and Agreement of Limited Partnership may be amended and restated upon the admission of additional Limited Partners or

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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otherwise, and such Certificate of Agreement, as amended and restated, shall supersede this Certificate and Agreement in its entirety.

8. Filing of Certificate. This Certificate shall be filed with the Department of State, State of Florida, in accordance with the Florida Limited Partnership Law (as amended).

9. Affidavit as to Contributions. An Affidavit declaring the amount of capital contribution of the Limited Partners and the amount anticipated to be contributed by the Limited Partner is attached as Exhibit "B" hereto and made a part hereof.

IN WITNESS WHEREOF, the parties have hereunto signed, sworn to and acknowledged this CERTIFICATE OF LIMITED PARTNERSHIP FOR LAST PERFECT WAVE PRODUCTIONS, LTD., as of the day and year first above written.

WITNESSES:

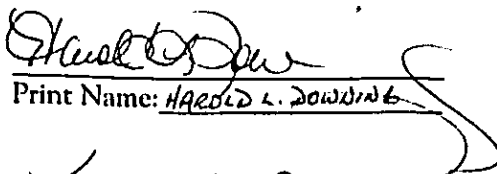
GENERAL PARTNER

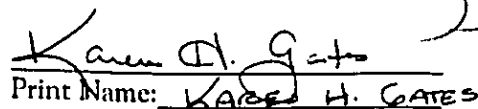
Last Perfect Wave, Inc.,  
a Florida corporation

By:

E. Thomas Nowicki, President

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DIVISION OF CORPORATIONS  
95 OCT 19 AM 11:51

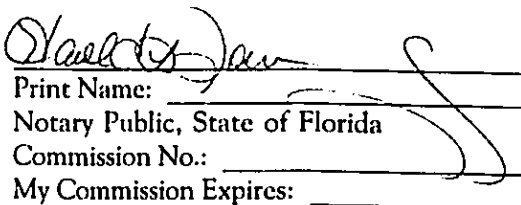
  
Print Name: HAROLD L. DOWNING

  
Print Name: KAREN H. GATES

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 20th day of JUNE, 1995, by E. Thomas Nowicki, as President of Last Perfect Wave, Inc. Said person did/did not take an oath and (check one) ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: \_\_\_\_\_.

HAROLD L. DOWNING  
Notary Public, State of Florida  
My Comm. expires Jan. 28, 1997  
Comm. No. CC255775

  
Print Name: \_\_\_\_\_  
Notary Public, State of Florida  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

**EXHIBIT "A"**  
**To The Certificate of Limited Partnership**  
**LAST PERFECT WAVE PRODUCTIONS, LTD.**  
**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I hereby accept the designation as Registered Agent as provided for in the Certificate of Limited Partnership for Last Perfect Wave Productions, Ltd.

Executed this 20<sup>th</sup> day of June, 1995,

  
\_\_\_\_\_  
S. RAY COLEMAN

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 OCT 19 AM 11:51

**EXHIBIT "B"**  
**To The Certificate of Limited Partnership**  
**LAST PERFECT WAVE PRODUCTIONS, LTD.**  
**AFFIDAVIT**

STATE OF FLORIDA

COUNTY OF ORANGE

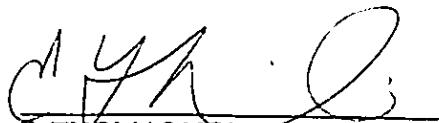
BEFORE ME, the undersigned authority, personally appeared E. THOMAS NOWICKI (hereinafter referred to as Affiant), who is personally known to me, who took an oath and after first being duly sworn, deposes and says:

1. That Affiant is the President of LAST PERFECT WAVE, INC., a Florida corporation, which is the General Partner of Last Perfect Wave Productions, Ltd., a Florida limited partnership.

2. That to the best knowledge and belief of Affiant, the initial capital contribution of the General Partner to the Partnership is \$100.00, and the initial capital contribution of the Limited Partners to the Partnership is \$75.00.


3. That the Limited Partners may, from time to time, make additional capital contributions to the Limited Partnership, which capital contributions are not anticipated to exceed the sum of \$300,000.00.

FURTHER AFFIANT SAYETH NAUGHT.

  
E. THOMAS NOWICKI

SWORN TO before me this 20th day of June, 1995. The Affiant is personally known to me.

HAROLD L. DOWNING  
Notary Public, State of Florida  
My Comm. expires Jan. 28, 1997  
Comm. No. CC255775

  
Print Name: \_\_\_\_\_  
Notary Public, State of Florida  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
95 OCT 19 AM 11:51

FILE ON OR BEFORE APRIL 5, 1996 TO AVOID  
REVOCATION AND \$500 PENALTY FEE

**A95000001699**

FILED

96 JUL 15 AM 9:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE.

1. Name of Limited Partnership

1a. DOCUMENT #  
**A95000001699**

**LAST PERFECT WAVE PRODUCTIONS, LTD.**

Mailing Address

**300 WEST CANTON AVE., SUITE 105  
WINTER PARK FL 32780**

Principal Office Address

**300 WEST CANTON AVE., SUITE 105  
WINTER PARK FL 32780**

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

3. Date Formed or Registered to Do Business in  
FLORIDA  
**10/19/1995**

3a. Date of Last Report

4. State or Country of Formation  
**FL**

5a. Capital Contributions as Shown  
on Record:  
**\$300,000.00**

5b. Amount of Capital Contributions in  
FLORIDA to date:

6. FEI Number  
**59-8320119**

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 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.  
2.) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)  
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$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

**COLEMAN, S. RAY  
300 WEST CANTON AVE., SUITE 105  
WINTER PARK FL 32780**

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Accepted)  
**000001897373  
-07-18/96--01006--029**

Suite, Apt. #, etc.

**\*\*\*1076.25 \*\*\*1076.25**

City

Zip Code

**FL**

10a. Pursuant to the provisions of sections 620.1051 and 620.192, 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 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY  
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

11. Name(s) of General Partner(s)

**LAST PERFECT WAVE, INC.**

11a. Address of Each General Partner  
(Do NOT Use Post Office Box Numbers)

**300 WEST CANTON AVE.,**

11b. City, State & Zip Code

**WINTER PARK FL 32780**

11c. Registration  
Document Number

**PG1000010000**

**REINSTATEMENT**

**96**

**OC 17-15**

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 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

**STAN R. COLEMAN**

Telephone Number

**7/3/96  
(907) 81-2177**

CR2E003 (1/85)