

DEC-15-95 FRI 12:23

P. 02

# A9500001962

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ENTER <CR> OR '+' FOR NEXT PAGE, ENTER '-' FOR PREVIOUS PAGE  
ENTER 'M' TO RETURN TO THE MENU.  
ENTER A SELECTION NUMBER AND <CR> TO DISPLAY THE COVER SHEET

12/15/95 FLORIDA DIVISION OF CORPORATIONS 12:02 AM  
PUBLIC ACCESS SYSTEM  
(((H95000014076))) ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM B

DEPARTMENT OF STATE 777 S FLAGLER DR  
STATE OF FLORIDA PHILLIPS POINT SUITE 500B  
409 EAST GAINES STREET WEST PALM BEACH FL 33401-6194  
TALLAHASSEE, FL 32399 CONTACT: MARY BLACKFORD CHERRY  
FAX: (904) 922-4000 PHONE: (407) 650-0728  
FAX: (407) 655-5677

(((H95000014076))) DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP  
NAME: ATRIUM ASSOCIATES, LTD.  
FAX AUDIT NUMBER: H95000014076 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 12/15/1995 TIME REQUESTED: 11:47:55  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$1,837.50 ACCOUNT NUMBER: 076117000420

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Acknowledgement	KWM
W. P. Verifier	KWM

DIVISION OF CORPORATIONS

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12-15

DEC-15-95 FRI 12:22

P. 01

**GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, PA.**

ATTORNEYS AT LAW  
PHILLIPS POINT, SUITE 500 EAST  
777 SOUTH FLAGLER DRIVE  
WEST PALM BEACH, FLORIDA 33401-6194  
P.O. BOX 4587  
WEST PALM BEACH, FLORIDA 33402-4587

TELEPHONE (407) 655-1980  
FAX (407) 655-5677

OTHER OFFICES IN:  
STUART, FL (407) 288-1980  
FORT LAUDERDALE, FL (305) 463-3000

**FAX TRANSMITTAL FORM**

**DATE:** December 15, 1995  
**TO:** FL Division of Corporations  
**FIRM:** Department of State  
**CITY, STATE:** Tallahassee, FL  
**FAX #:** 904-922-4000  
**PHONE #:** 904-487-6926  
**FROM:** Rose Carbons, Legal Assistant Ext: 726  
**ORIGINALS TO FOLLOW:** No

NO. OF PAGES TRANSMITTED (INCLUDING THIS COVER PAGE) 6  
NOTE: PLEASE CALL IMMEDIATELY IF ALL PAGES ARE NOT RECEIVED: (407)650-0726

**Message:**

**CONFIDENTIALITY NOTE:**

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**CLIENT/MATTER#: 99998.1000**

H95000014076

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**CERTIFICATE OF LIMITED PARTNERSHIP OF  
ATRIUM ASSOCIATES, LTD.  
a Florida limited partnership**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620.108, Florida Statutes, hereby certifies the following:

1. Name of Partnership. The name of the Partnership is as follows

Atrium Associates, Ltd.

2. Address of Record Keeping Office. The address of the record keeping office of the Partnership in the State of Florida is as follows:

100 2nd Avenue South - Suite 200  
St. Petersburg, Florida 33701

3. Registered Office and Agent. The name and address of the agent for service of process on the Partnership is as follows:

Valdes-Fauli Corporate Services, Inc.  
777 South Flagler Drive, Suite 500 East  
West Palm Beach, Florida 33401-6194

4. Name and Business Address of General Partner. The name and business address of the general partner is as follows:

Delma Atrium Corp. - F95000006111  
545 Madison Avenue, 17th Floor  
New York, New York 10022

5. Mailing Address. The mailing address of the Partnership is as follows:

100 2nd Avenue South - Suite 200  
St. Petersburg, Florida 33701

6. Latest Date Upon Which Partnership Is To Dissolve. The latest date upon which the Partnership is to dissolve is December 31, 2018.

Stephen G. Vogelsang, Esq. (FL Bar No. 0614424)  
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.  
777 South Flagler Drive, Suite 500 East  
West Palm Beach, FL 33401  
(407) 655-1980

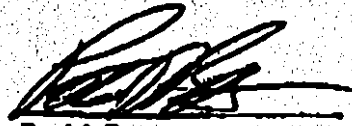
H95000014076

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P. 04

H95000014076

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by Patrick Barrett, executive vice-president of Delma Atrium Corp., general partner of Atrium Associates, Ltd., this 15<sup>th</sup> day of December, 1995.



Patrick Barrett  
EXECUTIVE VICE PRESIDENT  
DELMA ATRIUM CORP.

H95000014076

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for **ATRIUM ASSOCIATES, LTD.**, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, **Michael V. Mitrione**, on behalf of the Partnership, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Partnership and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

**REGISTERED AGENT: VALDES-FAULI  
CORPORATE SERVICES, INC.**

By:

  
Kenneth S. Beall, Vice-President

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

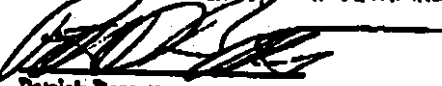
BEFORE ME, the Undersigned, personally appeared Patrick Barrett, executive vice- president of Delma Atrium Corp., general partner of Atrium Associates, Ltd., a Florida limited Partnership, (the "Partnership") who certifies as follows:

- 1. The total amount of capital contributions of the limited partners to the Partnership is \$5,000,000.00.
- 2. The limited partners do not anticipate making any additional capital contributions to the Partnership.

This 14<sup>th</sup> day of December, 1995.

FURTHER AFFIANT SAYETH NOT.

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

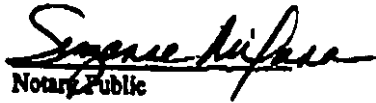
DELMA ATRIUM CORP. GENERAL PARTNER  
  
 Patrick Barrett  
 EXECUTIVE VICE PRESIDENT

STATE OF NEW YORK  
COUNTY OF

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 Patrick Barrett, Executive Vice-President of Delma Atrium Corp., General Partner of Atrium Associates, Ltd., known to me and know by me to be the person who executed the foregoing Instrument, and he acknowledged to me and before me that he executed this Instrument as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 14 day of December, 1995.

SUZANNE MILANA  
 Notary Public State Of New York  
 No. 01M75038176  
 Qualified in New York County  
 Certificate Filed in New York County  
 Commission Expires Jan. 17, 1997

  
 Notary Public  
 State of New York at Large  
 My Commission Expires:

174066

H95000014076

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

LIMITED PARTNERSHIP  
ANNUAL REPORT

FLORIDA DEPARTMENT OF STATE

**A9500001962**

**FILED**

96 JAN -9 AM 9:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership  
Atrium Associates, Ltd.

1a. DOCUMENT #  
A9500001962

96-AR  
CM

DO NOT WRITE IN THIS SPACE

Mailing Address: 100 2nd Avenue South, Suite 200, St. Petersburg, Florida 33701  
Principal Office Address: 100 2nd Avenue South, Suite 200, St. Petersburg, FL 33701

2. How Mailing Address, if Applicable  
Suito Apt # etc: 488881688854  
-01/12/96--01091--009  
City, State & Zip: \*\*\*576.25 \*\*\*576.25

2a. How Principal Office Address, if Applicable

Suito Apt # etc  
City, State & Zip

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

3. Date Formed or Registered to Do Business in FLORIDA: December 15, 1995  
3a. Date of Last Report  
4. State or Country of Formation: Florida

5a. Capital Contributions as Shown on Record: \$5,000,000  
5b. Amount of Capital Contributions in FLORIDA to date: \$5,000,000  
6. FEI Number: [Redacted]  
7. CERTIFICATE OF STATUS REQUIRED:  (Not Applicable)

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  
Valdes-Fauli Corporate Services, Inc.  
777 S. Flagler Drive, Suite 500 East  
West Palm Beach, Florida 33401

10. If changed, new Registered Agent/Office  
Name: \_\_\_\_\_  
Street Address (P.O. Box Number is Not Acceptable): \_\_\_\_\_  
Suito Apt #, etc: \_\_\_\_\_  
City: \_\_\_\_\_ FL Zip Code: \_\_\_\_\_

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)	11a. Address of Each General Partner (DO NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration Document Number
Delma Atrium Corp.	545 Madison Avenue 17th Floor	New York, New York	95000006111

**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: Delma Atrium Corp, as General Partner Telephone Number: (212) 355-4335  
By: PATRICK BARRETT EXECUTIVE VICE PRESIDENT

CR2E003 (6/95)