

A95000002067

LAW OFFICES

METTLER & MATWICZYK

140 ROYAL PALM WAY • SUITE 206

P. O. BOX 3386

PALM BEACH, FLORIDA 33480

TELEPHONE (407) 832-7600

FAX (407) 833-0805

PETER W. METTLER
PETER MATWICZYK
MARIA TERESA DIPASQUALE
BENJAMIN P. BROWN

December 18, 1995

State of Florida
Division of Corporations
Limited Partnership Department
Post Office Box 6327
Tallahassee, Florida 32314

800001666768
-12/20/95--01049--001
***1785.00 ***1785.00

Re: Bear Family Limited Partnership

Dear Clerk:


Enclosed please find the following to establish a Florida limited partnership:

1. Certificate of Limited Partnership and Affidavit of Capital Contributions.
2. Willard C. Bear's check in the amount of \$1,785, computed as follows:

Contributions - maximum fee	\$1,750
Designation of agent	\$ 35

Should you have any questions with regard to this matter, please contact Peter Matwiczky, Esq., or the undersigned. Please acknowledge receipt of this Certificate by date stamping the copy of the Certificate enclosed and returning it to us in the pre-addressed envelope provided. Thank you for your assistance.

Sincerely,


Rae J. Wright, CLA

r.
enclosures
cc: Jeffrey J. Keating

FILED
95 DEC 30
TALLAHASSEE
FLORIDA

12/27/95
dca

TC
\$1,367,399.00

A95000002067

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PETER W. METTLER
PETER MATWICZYK
MARIA TERESA D'PASQUALE
BENJAMIN P. BROWN

December 28, 1995

Via Federal Express

Attn: Diane Cushing
Secretary of State
Department of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

Re: The Bear Family Limited Partnership

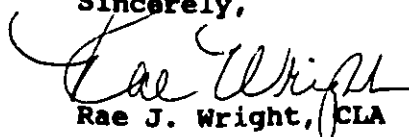
Dear Diane:

With regard to the above-referenced partnership and our telephone conversation of today, enclosed please find the following:

1. Original Certificate of Acceptance of Registered Agent.
2. Annual Report - 1996, executed by Willard C. Bear, General Partner.
3. Our firm check in the amount of \$576.25 in payment of 1996 fees due on Annual Report.

Thank you for your assistance, and Happy New Year.

Sincerely,


Rae J. Wright, CLA

r.
enclosures

CERTIFICATE OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
BEAR FAMILY LIMITED PARTNERSHIP

The undersigned general partner files this Certificate of Limited Partnership of BEAR FAMILY LIMITED PARTNERSHIP with the Florida Secretary of State pursuant to the requirements of Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act"), in order to form a Florida limited partnership.

1. **NAME** The name of the limited partnership is:

BEAR FAMILY LIMITED PARTNERSHIP

2. **THE PRINCIPAL PLACE OF BUSINESS AND THE MAILING ADDRESS OF THE OFFICE AT WHICH THE RECORDS REQUIRED TO BE MAINTAINED BY THE PARTNERSHIP UNDER THE ACT ARE KEPT IS:**

140 Royal Palm Way, Suite 206
Palm Beach, Florida 33480

3. **REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE:**

Peter Matwiczuk, Esq.
Mettler & Matwiczuk
140 Royal Palm Way, Suite 206
Palm Beach, Florida 33480

4. **NAME AND ADDRESS OF THE GENERAL PARTNER OF THE PARTNERSHIP ARE AS FOLLOWS:**

WILLARD C. BEAR	c/o Mettler & Matwiczuk 140 Royal Palm Way Suite 206 Palm Beach, Florida 33480
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5. **THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL BE:**

When this Certificate is filed with the Secretary of State.

6. **THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO BE DISSOLVED AND ITS AFFAIRS WOUND UP WILL BE:**

DECEMBER 31, 2044

7. **CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNERS:** The limited partners will make initial capital contributions for their partnership interest of \$1,366,399.00.

FILED
DEC 20 AM 10:30
STATE
FLORIDA

and it is anticipated that the limited partners may make additional capital contributions of up to \$ 1000.00.

8. **AFFIRMATION.** The general partner hereby acknowledges that pursuant to the Act:

8.1 The execution of this certificate by the general partner constitutes an affirmation under penalties of perjury that the facts stated herein are true;

8.2 The general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and

8.3 If, after the execution of this certificate a general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause this certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the terms of the Act.

EXECUTED as of this 18th day of December, 1995

GENERAL PARTNER

WILLARD C. BEAR

Bear\Certificate.Ltd

CERTIFICATE OF ACCEPTANCE
OF REGISTERED AGENT

Having been named registered agent and to accept service of process for THE BEAR FAMILY LIMITED PARTNERSHIP, a Florida limited partnership, at the place designated in the Certificate of Limited Partnership, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.


Peter Matwiczuk
Registered Agent

Date: December 27, 1995

FILED
95 DEC 20 AM 10:30
DATE
FILE
FLORIDA

12-27-95 02:49PM

TO 514079330505

1002

FILE ON OR BEFORE DECEMBER 31, 1995 ON PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND 5000 PENALTY FEE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 DEC 29 PM12:08

ANNUAL REPORT
1995
Secretary of State
DIVISION OF CORPORATIONS

1. Name of Limited Partnership
DOCUMENT #
The Bear Family Limited Partnership

2. New Mailing Address, if Applicable
Same Apt # etc
City, State & Zip
3. New Principal Office Address, if Applicable
Same Apt # etc
City, State & Zip

4. State or Country of Formation
Florida

5. Capital Contributions at Start on Record
1,366,399

6. FEE: 1. Filing Fee, Computed as a rate of \$7 per \$1,000 or fraction thereof in \$5 or \$5 if \$5 or less, with a maximum filing fee of \$52.50 and a maximum of \$637.50.
2. Supplemental Fee, \$138.75 (plus .4% to section 607.100, F.S.)
THE AMOUNT DUE SHALL BE NO MORE THAN \$138.75 (\$138.75 + \$138.75) AND NO MORE THAN \$4.75 (5% of \$95.00 + \$138.75)
If the amount entered in 5a is greater than amount entered in 5b, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

7. Name and Address of Current Registered Agent
Peter Matwiczuk, Esq.
140 Royal Palm Way, Ste. 206
Palm Beach, FL 33480

8. If changed, new Registered Agent/Office
Name
Street Address (P.O. Box Number, if Applicable)
Same Apt # etc
City
FL Zip Code

10a. Pursuant to the provisions of sections 620.1061 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 MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT List Post Office Box Number)	11b. City, State & Zip Code	11c. Registration Document Number
Willard C. Bear, an individual	c/o Ste. 206 140 Royal Palm Way	Palm Beach, FL 33480	N/A 400001677604 -01/04/96--01002--006 ****576.25 ****576.25

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 118.07(3)(h), Florida Statutes. I reserve the Division of Corporations from any liability of non-compliance with Section 118.07(3)(h) in the event that the information supplied is deemed exempt from public access. I further certify that the information reflected on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath. I further certify that I am a General Partner of the limited partnership, not merely a trustee or assignee to execute the report as required by Chapter 620, Florida Statutes.

SIGNATURE *Willard C. Bear*
Typed or Printed Name of General Partner Signing Form: Willard C. Bear, General Partner Telephone Number: (407) 832-7600

12-27-1995 02:49PM

P.02