

Attorneys at Law in
Milwaukee and Madison, Wisconsin
West Palm Beach and Naples, Florida
Phoenix, Arizona

Quarles & Brady

Direct Dial Number: (407) 653-5124

January 2, 1996

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations/Limited Partnerships
409 E. Gaines Street
Tallahassee, Florida 32314

200001677182
-01/03/96--01000--005
***742.00 ***742.00

Re: GGR Vero Beach Partners Limited Partnership

Dear Sir:

Enclosed is one original and one copy of a Certificate of Limited Partnership and Affidavit of Capital Contributions for the above-referenced Limited Partnership together with a check in the amount of \$742.00 to cover the respective filing fee.

The original is to be filed in your office and the copy is to be returned to this office. I have enclosed a self-addressed return federal express package for your convenience.

Please give me a call me if there is any reason why these requests cannot be met promptly. Thank you in advance for your prompt attention to this matter.

~~Very truly yours,~~

QUARLES & BRADY

Susan D. Bober
Legal Assistant

11/10/96
DEC
Enclosures
DEC
DEC
DEC
Q10WPH182336
DEC

\$101,000.00

A96000000072

GGR VERO BEACH PARTNERS LIMITED PARTNERSHIP
CERTIFICATE OF LIMITED PARTNERSHIP

THIS LIMITED PARTNERSHIP AGREEMENT is being executed and filed with the Office of the Secretary of State of the State of Florida in order to form a limited partnership under the Florida Uniform Limited Partnership Act, §620.101 et seq., Florida Statutes.

1. The name of the limited partnership is GGR VERO BEACH PARTNERS LIMITED PARTNERSHIP.

2. The address of the record office and the name and address, including street and number of the agent for service of process at that address is Florida-Lawdock, Inc., 222 Lakeview Avenue, Fourth Floor, Esperante Building, West Palm Beach, Florida 33402-3188.

3. The name and business address of the sole general partner is GGR OIL OF FLORIDA, INC., 222 Lakeview Avenue, West Palm Beach, Florida 33402.
894000009656

4. The latest date upon which the Partnership is to dissolve is December 31, 2013.

5. The principal and mailing address of the limited partnership is 3200 Shawnee Avenue, Suite 1, West Palm Beach, Florida 33409.

DATED this 20th day of December, 1995.

GGR OIL OF FLORIDA, INC.
a Florida corporation, general partner

By: Robert A. Goldberg
Robert A. Goldberg
Its: President

FILED
96 JAN 03 PM 11:00
SEC. OF STATE
TREASURY

CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND
REGISTERED OFFICE FOR SERVICE OF PROCESS.

1. That GGR Voro Beach Partners Limited Partnership has
named Florida-Lawdock, Inc. located at 222 Lakaview Avenue,
Fourth Floor, West Palm Beach, Florida 33402, as its agent to
accept service of process within Florida.

2. That, having been named to accept service of process
for the above-stated limited partnership, at the place designated
in this Certificate. The undersigned hereby agrees to act in
this capacity and agrees to comply with all requirements relative
to keeping open said office.

FLORIDA-LAWDOCK, INC.,
Registered Agent

By: 

David L. Petersen
Its: Vice President

Dated: December 15th, 1995

FILED
96 JAN -3 AM 11:00
CLERK OF COURT
JAN 3 1996
JAN 3 1996

This Instrument Prepared By
and Return to:
Nancy Colman, Esq.
Quarles & Brady
222 Lakeview Avenue
Fourth Floor
West Palm Beach, Florida 33402

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

FILED
JUN 11 1996
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF PALM BEACH
FLORIDA

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Robert A. Goldberg, (the "Affiant"), as President of GGR Oil of Florida, Inc., a Florida corporation, the General Partner of GGR Vero Beach Partners Limited Partnership, a Florida limited partnership (the "Partnership") who, after being by me first duly sworn, depose and says:

1. That GGR Oil of Florida, Inc., a Florida corporation is the general partner of the Partnership and shall contribute its services, skill and expertise in the acquisition and management of the Partnership properties.

2. That the limited partner capital contribution to the Partnership is \$101,000.00. No additional capital contributions are anticipated at this time.

3. This affidavit is made for the purpose of documenting the respective capital contributions.

FURTHER AFFIANT SAYETH NAUGHT.

GGR OIL OF FLORIDA, INC.,
a Florida corporation, as
general partner

Gloria C. Payne
Print Name: GLORIA C. PAYNE

Eric B. Perkins
Print Name: ERIC B. PERKINS

By: Robert A. Goldberg
Robert A. Goldberg President

STATE OF FLORIDA

COUNTY OF PALM BEACH

} ss.
}

The foregoing instrument was acknowledged before me this 20
day of December, 1995, by Robert A. Goldberg, as President of
GGK Oil of Florida, Inc., a Florida corporation, who is personally
known to me or has produced a drivers license as identification and
who did take an oath.

Sloan Davant
Notary Public
Print Name: _____
Serial No.: _____
My Commission Expires: _____

