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Asset Protection
Business and Taxation Planning
Probate Administration
Trusts and Estate Planning

February 12, 1996

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

700001717037
-02/16/96--01056--001
***1793.75 ***1793.75

RE: R & C PARTNERS, LTD.

Dear Sir/Madam:

Enclosed please find a Certificate of Limited Partnership and an Affidavit of Capital Contributions regarding R & C PARTNERS, LTD.

As the total amount contributed and the anticipated amount to be contributed by the Limited Partners for this particular Partnership is in excess of Seven Hundred and Fifty Thousand Dollars (\$750,000), the maximum fee of One Thousand Seven Hundred Fifty Dollars (\$1,750) has been included in the enclosed check as the filing fee for both the Certificate and Affidavit. In addition, an additional Thirty-Five Dollars (\$35.00) has been included for the designation of a Registered Agent and an additional Eight Dollars and Seventy-Five Cents (\$8.75) has been included for a Certificate.

Therefore, please find enclosed our check in the amount of One Thousand Seven Hundred Ninety-Three Dollars and Seventy-Five Cents (\$1,793.75).

Name	STEVEN A. SCIARRETTA, P.A.
Availability	1/22/96
Document	Should you have any further questions or comments as regards this matter, please do not hesitate to contact me.
Examiner	Very truly yours,
Updater	STEVEN A. SCIARRETTA, P.A.
Updater	
Verifier	KAREN M. SCIARRETTA, ESQ.
Action	KMS:mn:Enclosure
W. P. Verifier	DDC

Should you have any further questions or comments as regards this matter, please do not hesitate to contact me.

Very truly yours,

STEVEN A. SCIARRETTA, P.A.

KAREN M. SCIARRETTA, ESQ.

KMS:mn:Enclosure

W. P. Verifier DDC

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W96000000 3995

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FILED

TC
\$850,000.00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 22, 1996

KAREN M. SCIARRETTA, ESQ.
GLADES TWIN PLAZA
2300 GLADES ROAD, SUITE 302E
BOCA RATON, FL 33431

SUBJECT: R & C PARTNERS, LTD.
Ref. Number: W96000003995

We have received your document for R & C PARTNERS, LTD. and your check(s) totaling \$1793.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name in the heading and the name in section 1 must be the same. In the heading you have Mason Family Limited Partnership and in section 1 you have R & C Partners, Ltd. Please make the proper correction.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 196A00007729

CERTIFICATE OF LIMITED PARTNERSHIP
OF
R & C PARTNERS, LTD.

1. R & C PARTNERS, LTD.

(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

2. 2501 East Ocean Drive, Unit #10, P.O. Box 510169,
Key Colony Beach, Florida 33051

(The Business Address of Limited Partnership)

3. Steven A. Sciarretta, Esq.

(Name of Registered Agent for Service of Process)

4. 2300 Glades Road, Suite 302E, Boca Raton, FL 33431

(Florida Street Address for Registered Agent)

5. _____

(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. Set forth on line 2.

(The Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is February 13, 2066.

8. NAME OF GENERAL PARTNER(S)

SPECIFIC ADDRESS

Richard L. Thompson

2501 East Ocean Drive,
Unit #10, P.O. Box 510169
Key Colony Beach, FL 33051

Charlotte H. Thompson

2501 East Ocean Drive,
Unit #10, P.O. Box 510169
Key Colony Beach, FL 33051

FILED
96 MAR -4 PM 11:30
TALLAHASSEE, FLORIDA
CLERK OF COURT

Signed this 13th day of January, 1996.

Signature of all General Partners:

Richard L. Thompson
Richard L. Thompson

Charlotte H. Thompson
Charlotte H. Thompson

FILED

96 MAR -4 AM 11:30

RECEIVED
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the General Partners of R & C PARTNERS, LTD., a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the Limited Partners is \$0.00.

The total amount contributed and anticipated by the Limited Partners at this time totals \$850,000.00.

This 13th day of February, 1996.

FURTHER AFFIANT SAYETH NOT.

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

Richard L. Thompson
RICHARD L. THOMPSON

Charlotte H. Thompson
CHARLOTTE H. THOMPSON

FILED
96 FEB -4 AM 11:30
STATE OF FLORIDA