

A96000000470

LAW OFFICES
BARGER & WOLEN

LIMITED LIABILITY PARTNERSHIP
1900 MacARTHUR BOULEVARD, THIRTIH FLOOR
IRVINE, CALIFORNIA 92715-2427

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FACSIMILE: (714) 752-6313
INTERNET: hbarwol@ix.netcom.com

January 16, 1996

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THOMAS B. ALLEN
WILLIAM A. FORDMAN
ROBERT W. MONTGOMERY
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S. THOMAS EVANS
ROSA L. JAMES
DANN E. ADKINSON
DENNIS W. HARWOOD
JOHN M. MEINDEL
JOHN J. RICHMOND
STEVEN H. WEINSTEIN
SANDRA L. WEINSTEIN
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MARTIN E. ROSEN
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LARRY M. GOLUB
J. RUSSELL STEEDMAN
HENRY J. WHITE, JR.
JOHN C. HOLMES
DAVID G. PARI
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RICHARD G. DE LA MORA
JOHN E. MONTGOMERY
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MICHAEL E. ROSENFIELD
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SCOTT J. THORNTON
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JIMBA B. CARUCCI
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KEATHER PETERS
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TELEPHONE: (212) 557-2800
FACSIMILE: (212) 557-2844

OF COUNSEL
ALAN B. WOLFE
JOSEPH A. THOMAS
DENNIS J. HAYES *

PLEASE REFER TO
OUR FILE NUMBER:
45411.089

600001739756
-01/23/96--01082--001
*****35.00 *****35.00
600001739756
-01/23/96--01082--002
*****52.50 *****52.50

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Certificate of Limited Partnership or BRIC Limited Partnership, a Florida Limited Partnership

Gentlemen:

Enclosed please find for filing an originally signed Certificate of Limited Partnership of BRIC Limited Partnership, a Florida limited partnership.

Also enclosed are two checks payable to the Florida Secretary of State, one check in the sum of \$52.50 for the minimum filing fee based on contributions and the second check in the sum of \$35.00 for the Designation of Registered Agent.

Please return the copy of this transmittal letter and copy of the Certificate of Limited Partnership to this office in the enclosed postage paid envelope as evidence of filing.

Thank you for your help in this matter. If you have any questions please do not hesitate to contact the undersigned.

Very truly yours,

Lisa MacKrell

Lisa MacKrell
Assistant to DENNIS W. HARWOOD
For the Firm

~~W960000002039~~

:lxm

3/12/96 aw

~~4789, 519, 671~~

56 MAR 11 AM '96
RECEIVED
TALLAHASSEE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 26, 1996

DENNIS W. HARWOOD, ESQUIRE
BARGER & WOLEN
19800 MACARTHUR BLVD., 8TH FLOOR
IRVINE, CA 92715-2427

SUBJECT: BRIC LIMITED PARTNERSHIP
Ref. Number: W96000002039

We have received your document for BRIC LIMITED PARTNERSHIP and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

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) 487-6920.

Ava Watson
Corporate Specialist

Letter Number: 496A00003521

**LAW OFFICES
BARGER & WOLEN**

LIMITED LIABILITY PARTNERSHIP
19800 MacARTHUR BOULEVARD, NINTH FLOOR
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March 4, 1996

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OF COUNSEL
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WILLIAM A. ECKLANDER
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**PLEASE REFER TO
OUR FILE NUMBER:**
45411.089

RICHARDS C. BARKER
VICTOR B. LEVI
KEITH KELLEY
THOMAS B. RUTLAND
ROBERT W. RUDERBOM
STEPHEN D. ELLIN
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ROYAL E. GABLE
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HEATHER PERRE
THOMAS R. REER
JOHN M. YE BANG
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JOHN F. HERTZ
ERIC A. HERMAN

* ADMITTED NEW YORK ONLY

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Certificate of Limited Partnership of BRNC Limited Partnership, a Florida Limited Partnership

Gentlemen:

Enclosed please find for filing an originally signed Certificate of Limited Partnership of BRNC Limited Partnership, a Florida limited partnership.

As requested by your letter of January 26, 1996 (copy enclosed), we have changed the name of BRIC Limited Partnership to BRNC Limited Partnership, which was available at the time of this mailing.

I have also enclose the previous copy, in which both signatures were notarized.

Please return the copy of this transmittal letter and copy of the Certificate of Limited Partnership to this office in the enclosed postage paid envelope as evidence of filing.

Thank you for your help in this matter. If you have any questions please do not hesitate to contact the undersigned.

Very truly yours,



Lisa MacKrell
Assistant to DENNIS W. HARWOOD
For the Firm

:lxm
Enclosure - Letter from FL Secretary of State, dated 1/26/96
Copy of original filing with FL Secretary of State
Copy of Transmittal letter and filing

CERTIFICATE OF LIMITED PARTNERSHIP
OF

BRNC LIMITED PARTNERS
A Florida Limited Partnership

A96000000470

FILED
SECRETARY OF STATE
FLORIDA
MAR 11 1996

Pursuant to the authority of Section 7620.108, Florida Statutes, the undersigned, constituting all of the General Partners of BRNC LIMITED PARTNERSHIP (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:


1. The name of the Partnership shall be BRNC LIMITED PARTNERSHIP.
2. The address of the office where records shall be kept shall be 235 Sunrise Avenue, Palm Beach, Florida 33408.
3. The name and address of the registered agent for service of process is Garrison W. Brinton, 235 Sunrise Avenue, Palm Beach, Florida 33408.
4. The name and the business address of each general partner is:

Garrison W. Brinton
235 Sunrise Avenue
Palm Beach, Florida 33408

Richard W. Riley
550 Burning Tree Road
Fullerton, CA 92633
5. The mailing address of the limited partnership is 235 Sunrise Avenue, Palm Beach, Florida 33408.
6. The latest date upon which the Partnership is to dissolve shall be December 31, 2025.

This Certificate has been executed by the undersigned effective as of the _____ day of _____, 1996.

GENERAL PARTNERS:


Garrison W. Brinton


Richard W. Riley

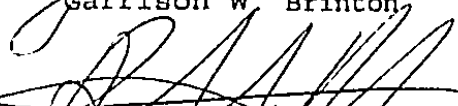
ADDENDUM TO GENERAL PARTNERSHIP AGREEMENT

The undersigned, constituting all of the general and limited partners of BRIC Limited Partners, a Florida limited partnership, having been advised that the Partnership name is not available for registration and use within the State of Florida, do hereby designate for utilization within the State of Florida and other jurisdictions within which the Partnership shall operate the name of the Partnership as *BRNC LIMITED PARTNERS, A FLORIDA LIMITED PARTNERSHIP*.

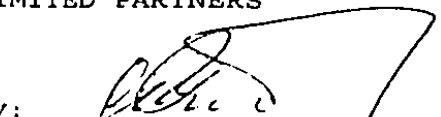
Each of the partners acknowledge that the general partners are authorized to execute such statements of partnership as may be deemed necessary and convenient to reflect a change in the Partnership name to *BRNC Limited Partners*.

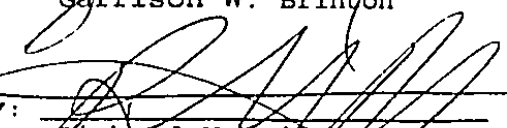
GENERAL PARTNERS

By: 
Garrison W. Brinton

By: 
Richard W. Riley

LIMITED PARTNERS

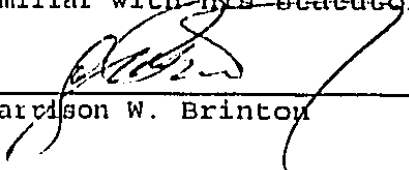
By: 
Garrison W. Brinton

By: 
Richard W. Riley

RECEIVED
11/27/95

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for BRNC LIMITED PARTNERSHIP, the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited Partnership and states that he is familiar with his statutory obligations as such.



Garrison W. Brinton

Dated this ____ day of _____, 1996

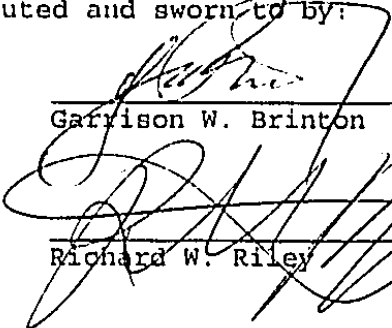
RECEIVED
MAR 11 1996
FBI - NEW YORK

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, being all of the General Partners of BRNC LIMITED PARTNERSHIP, and being duly sworn, do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of BRNC LIMITED PARTNERSHIP with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$2,000.00 (\$1,000.00 for each limited partner), and no further capital contributions are anticipated at this time.

This Affidavit is executed and sworn to by:



Garrison W. Brinton



Richard W. Riley

CS HRB 11 AM 9 44
FALL 1992

STATE OF ~~FLORIDA~~ NEW YORK

COUNTY OF NEW YORK

On February 16, 1996, before me, DAVID M. PHILLIPS,
personally appeared GARRISON W. BRINTON,

☐ personally known to me - OR -

☒ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

David M. Phillips

SIGNATURE OF NOTARY

DAVID M. PHILLIPS
Notary Public, State of New York
No. 31-4814277
Qualified in New York County
Commission Expires April 30, 1997

STATE OF CALIFORNIA

COUNTY OF ORANGE

On _____, 1996, before me, _____,
personally appeared RICHARD W. RILEY,

☐ personally known to me - OR -

☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

SIGNATURE OF NOTARY