

1201 HAYS STREET  
TALLAHASSEE, FL 32304  
904-225-7171  
904-225-7191

800-342-8086

A96000000536

**CSC networks**  
PRESTIGE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 887049 6250A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAR 19 AM 9:51

ORDER DATE : March 19, 1996

ORDER TIME : 12:57 PM

ORDER NO. : 887049

CUSTOMER NO: 6250A

CUSTOMER: Ms. Shannon M. Roscini  
BOND SCHOENECK & KING, P.A.

Suite 107  
1167 Third Street South  
Naples, FL 339407098

100001755221  
-03/22/96--01117--014  
\*\*\*\*809.42 \*\*\*\*809.42

100001755221  
-03/22/96--01117--015  
\*\*\*\*\*30.58 \*\*\*\*\*30.58

DOMESTIC FILING

NAME: NORDAR POOL 010, LTD.

EFFECTIVE DATE:

G. TAX \_\_\_\_\_  
FILING \_\_\_\_\_ 8.05.00  
R. AGENT FEE \_\_\_\_\_ 35.00  
J. COPY \_\_\_\_\_  
TOTAL \_\_\_\_\_ 84.05.00  
N. BANK \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
REFUND \_\_\_\_\_

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS: *h/c*

3/19/96

RECEIVED  
96 MAR 19 10:43  
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**NORDAR POOL 010, LTD.**

**A Florida Limited Partnership**

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
95 MAR 19 PM 9:51

The undersigned General Partners desiring to form a Limited Partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby state the following:

1. *NAME OF LIMITED PARTNERSHIP.* The name of the Partnership is

**NORDAR POOL 010, LTD.**

2. *OFFICE FOR MAINTENANCE OF BUSINESS RECORDS.* The address of the office at which the records of the Limited Partnership will be kept, as required by Florida Statutes § 620.106 is:

600 5th Avenue South  
Suite 210  
Naples, Florida 33940

3. *AGENT FOR SERVICE OF PROCESS.* The name and address of the Partnership's agent for service of process in Florida is:

Dennis C. Brown, Esq.  
Bond, Schoeneck & King, P.A.  
1167 Third Street South, Suite 107  
Naples, Florida 33940

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
APR 19 AM 9:51

4. *GENERAL PARTNERS.* The name and business address of the General Partners in the Limited Partnership are:

552680  
First International Asset Management, Inc. -and-  
600 5th Avenue South  
Suite 210  
Naples, Florida 33940

V30378  
NorDar Holdings, Inc.  
777 South Harbour Island Blvd.  
Suite 128  
Tampa, Florida 33602

5. *MAILING ADDRESS OF PARTNERSHIP.* The mailing address of the Limited Partnership is:

c/o First International Asset Management, Inc.  
600 5th Avenue South  
Suite 210  
Naples, Florida 33940

6. *DATE OF DISSOLUTION.* The latest date upon which the Limited Partnership shall dissolve is the third (3rd) anniversary of the commencement of this Partnership.

7. *EFFECTIVE DATE.* This Certificate will become effective and the Limited Partnership will be formed on the date this Certificate of Limited Partnership is filed.

The execution of this Certificate by the undersigned General Partners constitute an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partners of the NORDAR POOL 010, LTD., this 1<sup>st</sup> day of January 1996.

First International Asset Management, Inc.,  
General Partner

By: Martin M. Wasmer  
Martin M. Wasmer, President

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAR 19 AM 9:51

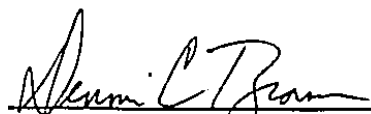
NorDar Holdings, Inc.,  
General Partner

By: Duane M. Davis  
Duane M. Davis, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for NORDAR POOL 010, LTD., a Florida Limited Partnership (the "Limited Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Limited Partnership, hereby agree to accept service of process for said Limited Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

Registered Agent:



Dennis C. Brown, Esq.  
Bond, Schoeneck & King, P.A.  
1167 Third Street South, Suite 107  
Naples, FL 33940

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, who are the Presidents of the corporations that are the General Partners of NORDAR POOL 010, LTD., declare that the capital contributions of the Limited Partner in the Partnership are as follows:

1. The Limited Partner has made capital contributions in the following amounts:

First International Property Corporation    \$ 115,630.85

2. It is not anticipated at this time that there will be future capital contributions made by the Limited Partner.

Dated: January 1, 1996

First International Asset Management, Inc.,  
General Partner

By: Martin M. Wasmer  
Martin M. Wasmer, President

NorDar Holdings, Inc.,  
General Partner

By: Duane M. Davis  
Duane M. Davis, President

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DIVISION OF CORPORATIONS  
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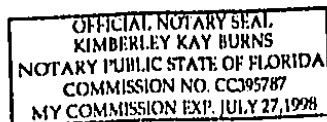
STATE OF FLORIDA :  
COLLIER COUNTY : ss.:

Before me personally appeared MARTIN M. WASMER, to me personally known to me ( X ) or who produced \_\_\_\_\_ as identification and who executed the foregoing instrument as President of the above named FIRST INTERNATIONAL ASSET MANAGEMENT, INC., and who acknowledged to and before me that he executed said instrument as such President and that said instrument is the free act and deed of said Corporation.

WITNESS my hand and official seal, this 1<sup>st</sup> day of March, 1996.

*Kimberley Kay Burns*  
Notary Public

My Commission Expires



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAR 19 AM 9:51

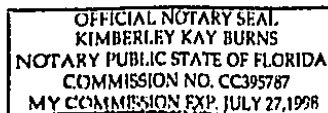
STATE OF FLORIDA :  
Collier :  
HILLSBOROUGH COUNTY : ss.:

Before me personally appeared DUANE M. DAVIS, to me personally known to me ( X ) or who produced \_\_\_\_\_ as identification and who executed the foregoing instrument as President of the above named NORDAR HOLDINGS, INC., and who acknowledged to and before me that he executed said instrument as such President and that said instrument is the free act and deed of said Corporation.

WITNESS my hand and official seal, this 1<sup>st</sup> day of March, 1996.

*Kimberley Kay Burns*  
Notary Public

My Commission Expires



# A96000000536

NO. A96000000536 LTI  
600 S. LAFAYETTE BLVD. SUITE 200  
NAPLES, FL 34102  
941-263-6877  
FAX 941-263-8146

April 14, 1997

Registration Section  
Division of Corporations  
P O Box 6327  
Tallahassee, FL 32314-6327

Please find enclosed the following items:

- Copy of your letters dated March 6, 1997
- Annual Report for 1997
- Certificate of Amendment to the Certificate of Limited Partnership and Florida Dept. of State Document #G79320 acknowledging the name change from FMC Capital Markets, Inc. to Manning Property Corporation
- Our check in the amount of \$637.50 (\$437.50 filing fee; \$138.75 supplemental fee; \$8.75 Certificate of Status fee and \$52.50 fee for assignment of General Partner).

Should you have any questions or need additional information, please do not hesitate to contact us. Thank you for your time and attention to this matter.

Sincerely,

*Donna M. Sisia*

Donna M. Sisia  
Vice President of General Partner  
Manning Property Corporation

DMS:kbb  
Enclosures

A96-536

Name Availability	CR
Document Examiner	CR
Updater	CR
Updater Verifier	CR
Acknowledgment	CR
W. P. Verifier	CR

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 16 PM 1:30

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-04/17/97--01067--016  
\*\*\*\*\*637.50 \*\*\*\*\*52.50

Fx \$ 52.50





FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 6, 1997

DONNA M. SISIA  
NORDOR POOL 010, LTD.  
600 5TH AVENUE SOUTH, SUITE 210  
NAPLES, FL 34102

SUBJECT: NORDAR POOL 010, LTD.  
Ref. Number: A96000000536

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 16 PM 1:30

We have received your document for NORDAR POOL 010, LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document "Certificate of Amendment."

The name and address is required for any newly designated general partner.

Section 620.114, Florida Statutes, requires each new general partner to sign the document.

The document must include the date of filing of its original certificate of limited partnership. Our records reflect the original certificate was filed on March 19, 1996. Please amend your document accordingly.

Section 620.108(2), Florida Statutes, does not provide for an effective date prior to the date of filing.

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) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 897A00011597

## NORDAR POOL 010, LTD.

### CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, being the General and Limited Partners of NORDAR POOL 010, LTD., hereby adopt the following Certificate of Amendment to the Certificate of Limited Partnership, which was originally filed with the Florida Department of State on March 19, 1996.

The Certificate of Limited Partnership is hereby amended as follows:

Articles 4 of the Certificate of Limited Partnership is amended to read as follows:

4. GENERAL PARTNERS. The name and business address of the General Partners in the Limited Partnership are:

Manning Property Corporation -and-  
600 5th Avenue South  
Suite 210  
Naples, FL 34102

NorDar Holdings, Inc.  
777 S. Harbour Island Blvd.  
Suite 128  
Tampa, FL 33602  
Y30378

The foregoing amendment was adopted unanimously by the partners of the partnership, which was sufficient for approval.

IN WITNESS WHEREOF, the Partners have executed this Certificate of Amendment to the Certificate of the Limited Partnership and shall be effective January 1, 1996.

#### GENERAL PARTNER:

Donald A. Sica  
Witness

Joseph A. Vicarelli  
Witness

#### GENERAL PARTNER:

Kimberley K. Burns  
Witness

Donald A. Sica  
Witness

#### LIMITED PARTNER:

Donald A. Sica  
Witness

Joseph A. Vicarelli  
Witness

#### MANNING PROPERTY CORPORATION

By: Martin M. Wasmer  
Martin M. Wasmer, President

#### NORDAR HOLDINGS, INC.

By: Duane M. Davis  
Duane M. Davis, President

#### FIRST INTERNATIONAL PROPERTY CORPORATION

By: Martin M. Wasmer  
Martin M. Wasmer, President

97 APR 16 PM 1:30  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

# A96000000536

NOTAR PUBLIC #010 LTI  
60831 LAVERGNE RD. SUITE 21  
NAPLES, FL 34102  
941-263-6877  
FAX 941-263-8146

April 14, 1997

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Division of Corporations  
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Tallahassee, FL 32314-6327

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Sincerely,

*Donna M. Sisia*  
Donna M. Sisia  
Vice President of General Partner  
Manning Property Corporation

DMS:kbb  
Enclosures

A96-536

Name	CR
Availability	CR
Document	CR
Examiner	CR
Updater	CR
Updater	CR
Verifier	CR
Acknowledgment	CR
W. P. Verifier	CR

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 16 PM 1:30

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-04/17/97--01067-016  
\*\*\*\*\*637.50 \*\*\*\*\*52.50

Fx \$ 52.50



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 6, 1997

DONNA M. SISIA  
NORDOR POOL 010, LTD.  
600 5TH AVENUE SOUTH, SUITE 210  
NAPLES, FL 34102

SUBJECT: NORDAR POOL 010, LTD.  
Ref. Number: A96000000536

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SECRETARY OF STATE  
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Tampa, FL 33602  
Y30378

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#### GENERAL PARTNER:

Donna Lucia  
Witness

Joseph Vicarelli  
Witness

#### GENERAL PARTNER:

Kimberly K. Burns  
Witness

Donna Lucia  
Witness

#### LIMITED PARTNER:

Donna Lucia  
Witness

Joseph Vicarelli  
Witness

#### MANNING PROPERTY CORPORATION

By: Martin M. Wasmer  
Martin M. Wasmer, President

#### NORDAR HOLDINGS, INC.

By: Duane M. Davis  
Duane M. Davis, President

#### FIRST INTERNATIONAL PROPERTY CORPORATION

By: Martin M. Wasmer  
Martin M. Wasmer, President

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 16 PM 1:30