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## CERTIFICATE OF LIMITED PARTNERSHIP OF FOSTER-WOOD, LTD. A FLORIDA LIMITED PARTNERSHIP



The undersigned Dorothy S. Foster (the "General Partner") desires to form a partnership pursuant to the Florida Revised Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

- The name of the partnership is Foster-Wood, LTD., (the 2. "Partnership").
- The address of the office of the Partnership is 133 North Pompano Beach Boulevard, Pompano Beach, Florida 33062.
- The name and address of the agent for service of process of the Partnership is Dorothy S. Foster, 133 North Pompano Beach Boulevard, Pompano Beach, Florida 33062.
- The name and business address of the General Partner is Dorothy S. Foster, 133 North Pompano Beach Boulevard, Pompano Beach, Florida 33062.
- The mailing address of the Partnership is c/o Dorothy S. Foster, 133 North Pompano Beach Boulevard, Pompano Beach, Florida 33062.
- The Partnership shall terminate at the time provided in Article VIII of the Partnership Agreement unless carlier terminated by operation of law.
- This Certificate shall be effective upon the filing of this Certificate with the State of Florida, Department of State.

This Certificate is duly executed and is being filed in accordance with Section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

The execution of this Certificate by the undersigned General Partner constitutes 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 Dorothy S. Foster, being the sole general partner of the Partnership, on this \_\_\_\_\_\_ day of \_\_\_\_\_\_ 1996.

# ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for Poster-Wood, LTD, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of the registered agent.

Dorothy S. Foster, Registered Agent

## AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA COUNTY OF Stamped

I, Dorothy S. Poster, as general partner of Poster-Wood, LTP<sub>4</sub> a Florida limited partnership, hereinafter referred to as the "Partnership," being duly sworn, certifies as follows:

1. The anticipated value of capital contributions to the Partnership to be made by its Partners is \$1,000,000. This amount includes the initial contribution.

Under penalties of perjury I declare that the foregoing facts are true to the best of my knowledge and belief.

Dated: March 15, 1996

Dorothy S. Foster

STATE OF FLORIDA COUNTY OF Quiank

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Dorothy S. Foster, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contribution, and she acknowledged to me and before me that she executed this Affidavit freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state aforesaid this 15 day of 1996.

[SEAL]

Notary Public

/ State of Florida, at Large

NOTARY PUBLIC, STATE OF FLORIDA My Commission Expires January 8, 1869 Complesion CC 432778

Typed of Printed Name of Notary

My commission expires:

AUGUST, COMITER, RULUNAS & SCHLUPS, P.A.

JEPALD DAVID AUGUST RICHARD B. COMITER JOSEPH J. KULUNAS MITCHELL D. SCHEPPS

JAMES J. FREELAND

ATTORNEYS AT LAW

EBO AUBTRALIAN AVENUE SOUTH
SUITE 1100
WEST PALM BEACH, FLORIDA 33401

(407) 835-9600

PLEASE RESPOND TO

WASHINGTON, D.C. OFFICE BOI SCHOOL STREET, S.W. SUITE 700 WASHINGTON, D.C. RORRA (202) 646-8160

May 28, 1996

Division of Corporations Florida Secretary of State P.O. Box 6327 Tallahassee, FL 32314 300001845155 -05/30/96--01109--008 \*\*\*\*\*52.50 \*\*\*\*\*52.50

Re

Foster-Wood, Ltd.

Certificate of Amendment to the Certificate of Limited Partnership

Dear Sir or Madam:

In connection with the above-referenced Florida Limited Partnership, enclosed for filing please find:

Original and one copy of Certificate of Amendment to the Certificate of Limited Partnership of Foster-Wood, Ltd. changing the General Partner pursuant to a certain Assignment of Interest as General Partner dated May 6, 1996; and

2. Check in the amount of \$52.50.

Would you please be so kind as to return a date-stamped copy of the Amendment to the undersigned in the self-addressed stamped envelope provided.

If you have any questions or comments, please do not hesitate to call.

Rita M. Burdo, Legal Assistant JOSEPH J. KULUNAS

Name Availability

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Undatederald David August, Esq.

Acknowledgement

When only

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R. AGENT

TOTAL

BALANCE DUE \$

REFUND \$

# CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF FOSTER-WOOD, LTD.

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose Certificate was filed with the Florida Department of State on April 2, 1996, adopts the following Certificate of Amendment to its Certificate of Limited Partnership:

WIRST: The name and address of the General Partner is Dorothy S. Foster, 133 North Pompano Beach Boulevard, Pompano Beach, Florida 33062.

**SECOND**: Article 5 of the Certificate of Limited Partnership is amended to read as follows:

"5. The name and address of the General Partner is Robert S. Wood, 5 Stormy View Road, Ithaca, New York 14850."

THIRD: This Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.

SIGNATURE OF CURRENT GENERAL PARTNER:

SIGNATURE OF NEW GENERAL PARTNER:

DOROTHY S. FOSTER

ROBERT S. WOOD

FosterLP\_Amd/5/7/96

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Examiner's Initials

# CERTIFICATE OF CANCELLATION

# FOR

# FOSTER-WOOD, LTD.

Pursuant to the provisions of section 620.113, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on April 2, 1996, hereby submits this certificate of cancellation.

FIRST: Reason for cancellation: Termination of partnership.

SECOND: This certificate of cancellation shall be effective at the time of its filing with the Florida Department of State.

**THIRD:** Signature of the sole genera! partner:

Robert S. Wood, Sole General Partner

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