



LAW OFFICES
Rubino, Pepler & Associates
PROFESSIONAL ASSOCIATION

Thomas R. Pepler
Nicholas J. Rubino

*Florida Board Certified
Wills, Trusts and Estates Attorney

Of Counsel
John M. Campbell

150 Lookout Place
Suite 101
Maitland, Florida 32751
Telephone (407) 647-PLAN
Facsimile (407) 647-7800

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Florida Department of State
Corporate Records Division
409 E. Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS
NO: 8158489474

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-04/04/96--01098--005
***1505.00 ***1505.00

Re: W R K LIMITED PARTNERSHIP

Dear Sir/Madam:

Please find the following documents enclosed for filing in the above-mentioned limited partnership:

1. Certificate of Limited Partnership; and
2. Affidavit of Capital Contributions; and
3. Acceptance of Appointment of Resident Agent.

In addition, enclosed is check number 1017 in the amount of \$ 1,505.00 for the required filing fee.

Please file the enclosed documents accordingly and return certified copies to this office in the provided self-addressed stamped envelope.

If you have any questions or comments regarding the enclosed documents, please do not hesitate to contact this office. Thank you for your assistance in this matter.

Name	documents, please do not hesitate to contact this office. Thank you for your assistance in this matter.
Document Examiner	DOC
Updater	DOC
Updater Verifier	C
Encls.	1017
Arch	
Updater	DOC

Sincerely,

RUBINO, PEPPLER & ASSOCIATES, P.A.

Michelle R. Haynes
Michelle R. Haynes
Paralegal to Nicholas J. Rubino

TC
\$210,000.00

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CERTIFICATE OF LIMITED PARTNERSHIP
OF THE

W R K LIMITED PARTNERSHIP
A Florida Limited Partnership

The undersigned General Partners, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby state:

1. Name. The name of the Limited Partnership is the W R K LIMITED PARTNERSHIP.

2. Business. The general character of the Partnership business shall be to effectuate estate planning objectives and consolidate business activities.

3. Principal Place of Business and Mailing Address. The location and mailing address of the principal place of business of the Partnership is 1439 Grand Cayman Circle, Winter Haven, Florida, 33884.

4. Registered Agent. The registered agent for service for this Limited Partnership is Nicholas J. Rubino, Esquire, RUBINO, PEPPLER & ASSOCIATES, P.A., whose address is 159 Lookout Place, Suite 101, Maitland, Orange County, Florida 32751.

5. Limited Partners. The General Partners and Limited Partners of this Limited Partnership are as follows:

GENERAL PARTNERS

William M. Karnofsky

Rose M. Karnofsky

PLACE OF RESIDENCE

1439 Grand Cayman Circle
Winter Haven, Florida 33884

1439 Grand Cayman Circle
Winter Haven, Florida 33884

FILED
MAR 20 1988
FBI

LIMITED PARTNERS

PLACE OF RESIDENCE

William M. Karnofsky

1439 Grand Cayman Circle
Winter Haven, Florida 33884

Rosa M. Karnofsky

1439 Grand Cayman Circle
Winter Haven, Florida 33884

6. Term. The Partnership shall begin on the 4th day of April, 1996, and shall continue until December 31, 2036, unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.

7. Additional Contributions. No additional contributions of the Limited Partners have been agreed upon.

8. Return of Contributions. No Limited Partner shall be entitled to withdraw or demand the return of any part of his capital contribution except upon dissolution of the Partnership.

9. Profits. All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportions as the Partners' then capital interest accounts, unless retained for the Partnership investment and business activities.

10. Assignments. A Limited Partner shall have the right to sell his interest in the Partnership, but only after such Limited partner gives to the Partnership a 120-day opportunity to purchase such interest, as explained in detail by the Partnership Agreement.

11. Additional Limited Partners. The General Partner may admit additional Limited Partners.

12. Priority Among Limited Partners. There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

13. Continuance of Business. Upon the death, retirement or insanity of the surviving General Partner, the Partnership shall dissolve unless continued by the remaining Partners and selecting when necessary a new General Partner. If the last surviving or serving General Partner has died, retired and/or becomes insane, then the Limited Partners holding interest in capital owned by selecting a new General Partner.

14. Property Other Than Cash. A Limited Partner may not demand property other than cash in return for his capital contributions.

The execution of this Certificate by the undersigned General Partners 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 the General Partners on behalf of the Limited Partnership this 28th day of March, 1996.

Witness:

Janet M. Scott
Susan H. Linger

Janet M. Scott
Susan H. Linger

W R K L I M I T E D
PARTNERSHIP

1702/1
WILLIAM M. KARNOFSKY
General Partner

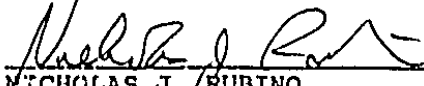
Rose M. Karnofsky
ROSE M. KARNOFSKY
General Partner

NOTARIAL STATEMENT OF PROOF

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared WILLIAM M. KARNOFSKY, to me personally known or who produced a Florida Driver's License as identification, who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County last aforesaid this 28th day of March, 1996.



NICHOLAS J. RUBINO
Notary Public, State of Florida
My Commission Expires 8/26/98
Commission No. CC 385997
Bonded thru Troy Fain Insurance Co.

(NOTARIAL SEAL)

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared ROSE M. KARNOFSKY, to me personally known or who produced a Florida Driver's License as identification, who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County last aforesaid this 28th day of March, 1996.


NICHOLAS J. RUBINO
Notary Public, State of Florida
My Commission Expires 8/26/98
Commission No. CC 385997
Bonded thru Troy Fain Insurance Co.

(NOTARIAL SEAL)

W R K LIMITED PARTNERSHIP
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared WILLIAM M. KARNOFSKY and ROSE M. KARNOFSKY, the General Partners of the W R K LIMITED PARTNERSHIP, a Florida Limited Partnership, who being first duly sworn, deposes and says:

1. The amount of capital contributions to date is
\$ 210,000.00 .

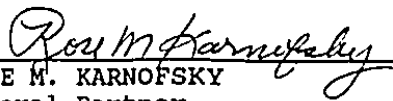
2. The Limited Partners do not anticipate an additional contribution at this time.

3. The total amount contributed and anticipated to be contributed by the Limited Partners at this time is
\$ 210,000.00 .

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

W R K LIMITED PARTNERSHIP,
a Florida Limited Partnership

By: 
WILLIAM M. KARNOFSKY
General Partner

By: 
ROSE M. KARNOFSKY
General Partner

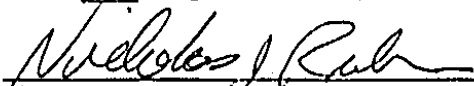
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JUN 14 11 10 AM '96
NOTED

NOTARIAL STATEMENT OF PROOF

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared WILLIAM M. KARNOFSKY, to me personally known or who produced a Florida Driver's License as identification, who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County last aforesaid this ~~28th~~ day of March, 1996.


NICHOLAS J. RUBINO
Notary Public, State of Florida
My Commission Expires 8/26/98
Commission No. CC 385997
Bonded thru Troy Fain Insurance Co.

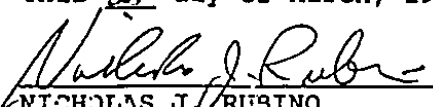
(NOTARIAL SEAL)

NOTARIAL STATEMENT OF PROOF

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared ROSE M. KARNOFSKY, to me personally known or who produced a Florida Driver's License as identification, who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County last aforesaid this ~~28th~~ day of March, 1996.


NICHOLAS J. RUBINO
Notary Public, State of Florida
My Commission Expires 8/26/98
Commission No. CC 385997
Bonded thru Troy Fain Insurance Co.

(NOTARIAL SEAL)

W R K LIMITED PARTNERSHIP

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for W R K LIMITED PARTNERSHIP, a Florida limited partnership, in the forgoing Certificate of Limited Partnership, I, on behalf of the limited partnership, hereby agree to accept service of process for the limited partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

DATED this 28th day of March, 1996.

Nicholas J. Rubino
NICHOLAS J. RUBINO
RUBINO, PEPPLER & ASSOCIATES, P.A.
159 Lookout Place
Suite 101
Maitland, Florida 32751
(407)-647-7470

Subscribed and sworn to before me on this 28th day of March, 1996 by Nicholas J. Rubino, who produced a valid Florida driver's license as identification.

Susan H. Lurger
Notary Public - State of Florida
My Commission Expires: 11/6/99



SUSAN H. LURGER
My Commission CC508074
Expires Nov. 06, 1999

FILED
96 MAR -4 AM 10:30
NOTARY