

1201 HAYS STREET  
DETROIT, MI 48206  
(313) 222-0000  
(313) 222-0001

800-342-8086

A96000000906



ACCOUNT NO. : 072100000032

REFERENCE : 952541 4727581

AUTHORIZATION :

*Patricia Pyzdek*

COST LIMIT : \$ 140.00

ORDER DATE : May 14, 1996

ORDER TIME : 9:52 AM

ORDER NO. : 952541

CUSTOMER NO: 4727581

CUSTOMER: Tim J. Comparoni, Legal Asst  
EVANS & LUPTAK

2500 Buhl Building

Detroit, MI 48226

DOMESTIC FILING

NAME: PALATAK ASSOCIATES, LTD.

EFFECTIVE DATE:

       ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:


*PJL*

95 MAY 12 21  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

#2  
Please file  
SECRET  
95 MAY 14 3 55  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

5/14/96

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF**

1. Palatak Associates, Ltd.  
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 2295 Corporate Blvd. NW, Suite 240, Boca Raton, Florida 33431  
(The Business Address of Limited Partnership)
3. Paola M. Luptak  
(Name of Registered Agent for Service of Process)
4. 2295 Corporate Blvd. NW, Suite 240, Boca Raton, Florida 33431  
(Florida Street Address for Registered Agent)
5.  Paola M. Luptak  
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 2295 Corporate Blvd. NW, Suite 240, Boca Raton, Florida 33431  
(The Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved: December 31, 2025

8. NAME OF GENERAL PARTNER(S)                      SPECIFIC ADDRESS

Palatak Florida, Inc.

2295 Corporate Blvd. NW, Suite 240  
Boca Raton, Florida 33431

*p 96 0000 11 660*

SIGNED this 3rd day of May, 1996.

SIGNATURE OF ALL GENERAL PARTNERS:

PALATAK FLORIDA, INC.

By: 

Jerry D. Luptak, President      General Partner

General Partner

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting all of the general partners of Beztak Associates, Limited, a Florida limited partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$ 300.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ None.

This 3rd day of May, 19 93.

FURTHER, AFFIANT SAYETH NOT.

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

Jerry D. Luptak, President

General Partner

General Partner

FILED  
STATE  
SECRETARY OF CORPORATIONS  
DIVISION  
96 MAY 14 PM 3:55

# A96000000906

**Palatak Associates, Ltd. a Florida limited partnership**  
**2295 Corporate Blvd., N.W., #240**  
**Boca Raton, Florida 33431**

Telephone (561) 998-8171  
Facsimile (561) 998-7767

December 26, 1996

Florida Department of State  
Qualification / Registration Sec.  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Florida 32399

Via U.S. Overnight Mail Service

CM

Re: Palatak Associates, Ltd. a Florida limited partnership Cancellation Certificate

Dear Sirs / Madam:

Enclosed please find check number 1005 in the amount of One Hundred Thirteen Dollars and Seventy Five Cents (\$113.75) representing the fee to cancel a Florida limited partnership with the Florida Department of State. The fee is broken down as follows:

1. \$52.50 Filing Fee
2. \$8.75 Certificate of Status
3. \$52.50 Certified Copy.

400002056274--6  
-01/14/97--01017--008  
\*\*\*\*113.75 \*\*\*\*113.75

Please send the Certificate of Status and the Certified Copy to the undersigned via overnight mail in the enclosed pre-paid, pre-addressed Federal Express envelope.

If you have any questions or problems with filing the enclosed documents, please do not hesitate to contact the undersigned.

Sincerely,



Paola M. Luptak

**CERTIFICATE OF CANCELLATION  
OF CERTIFICATE OF LIMITED PARTNERSHIP  
of  
PALATAK ASSOCIATES, LTD.**

The undersigned, sole general partner of PALATAK ASSOCIATES, LTD., a Florida limited partnership ("Partnership"), hereby adopts this Certificate of Cancellation of Certificate of Limited Partnership on behalf of the Partnership, and does hereby state as follows:

1. The name of the Partnership is PALATAK ASSOCIATES, LTD.
2. The date of filing of the Certificate of Limited Partnership was May 14, 1996.
3. This Certificate is filed to reflect that the Partnership has merged into a Nevada limited partnership, has changed its state or organization to Nevada, shall operate its business and affairs as a Nevada limited partnership under the name of Waterford Associates Limited Partnership shall no longer operate its business and affairs as a Florida limited partnership under the laws of the State of Florida, and does hereby terminate the Certificate of Limited Partnership but does not terminate the existence of the Partnership in any way.
4. This Certificate shall be effective on its date of filing.
5. This Certificate does not constitute and is not to be construed as a termination of the Partnership for any purpose and confirms that the Partnership is no longer a Florida limited partnership, but has become merged and reorganized into a Nevada limited partnership pursuant to the agreement of all the partners of the Partnership as permitted by the Florida Revised Uniform Limited Partnership Act ("Act"), which enables the partners to operate the Partnership as they may agree so long as not in contravention of the Act.

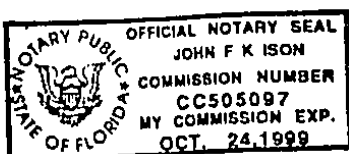
IN WITNESS WHEREOF, the undersigned executes this Certificate this 26<sup>th</sup> day of December, 1996.

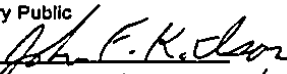
Palatak Associates., Ltd., a Florida limited partnership  
By: Palatak Florida, inc., a Florida corporation, its sole  
General Partner

By:   
Paola M. Luptak, Secretary

State of Florida  
County of Palm Beach

On this 26th day of December, 1996, Paola M. Luptak, Secretary of Palatak Florida, inc., the sole General Partner of Palatak Associates Ltd., a Florida limited partnership, personally appeared before me. She is personally known or has produced \_\_\_\_\_ as identification.



Notary Public  
Sign:   
Print: John F. K. Ison  
My Commission expires: 11/24/99