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Law Offices of Barbara L. Wolf, P.A.  
Attorney Barbara L. Wolf  
2425 East Commercial Boulevard  
Suite 307  
Fort Lauderdale, Florida 33308  
(954) 351-6889; Fax: (954) 492-1112

October 4, 1996

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

700001968107  
-10/08/96--01136--007  
\*\*\*1785.00 \*\*\*1785.00

Re: Filing of Gisser-Stoll Failla Family Limited Partnership

Dear Department of State:

Please find enclosed the original and one copy of the Certificate of Limited Partnership of the Gisser-Stoll Failla Family Limited Partnership, along with a check payable to the Department of State in the amount of \$1785 as the filing fee for filing the Partnership.

Please file the Certificate of Limited Partnership, date stamp the enclosed copy and return to me for my records, and send me confirmation of the filing of the enclosed original Certificate. Please call me at (954) 351-6889 if you have any questions. Thank you.

FILED  
OCT 10 1996  
AM 10:00  
STATE  
FLORIDA

Sincerely,

*Barbara Wolf*  
Attorney Barbara Wolf

BLW:lw

Name	enc. 10/10/96
Availability	acc
Document Examiner	
Updater	
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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TC  
\$1,423,295.00

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF THE  
GISSER-STOLL-FAILLA LIMITED PARTNERSHIP**

A Florida Limited Partnership

The parties hereto do hereby certify that an Agreement was made effective the 27 day of September, 1996, at Dade County, Florida by the following, herein called the "General Partner":

CARL JOSEPH FAILLA, an individual

and by the following, hereinafter referred to as "Limited Partners":

- 1 - CONNIE FAILLA IRREVOCABLE TRUST DATED Sept. 27, 1996.
- 2 - JOAN F. FAILLA IRREVOCABLE TRUST DATED Sept. 27, 1996.
- 3 - CARL J. FAILLA, JR. IRREVOCABLE TRUST DATED Sept. 27, 1996.
- 4 - CARL J. FAILLA IRREVOCABLE TRUST DATED Sept. 27, 1996
- 5 - LEE GISSER-STOLL 1995 REVOCABLE TRUST.

96 OCT -7 17:00  
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**WITNESSETH:**

The parties hereto, on the date described above, formed a Limited Partnership pursuant to the provisions of the Florida State Limited Partnership Act.

1. Name. The name of this Limited Partnership is the GISSER-STOLL-FAILLA FAMILY LIMITED PARTNERSHIP.
2. Business. The general character of the partnership business shall be to hold and develop the partnership property and conduct a general business as related thereto.

3. Principal Place of Business. The location of the principal place of business of the partnership is 21224 Harbor Way, Suite 231, Aventura, FL 33180. This is also the mailing address for the partnership. The mailing address for the partnership is 21224 Harbor Way, Suite 231, Aventura, FL 33180. The registered agent for service for this Limited Partnership is CARL JOSEPH FAILLA, an individual, whose address is 21224 Harbor Way, Suite 231, Aventura, FL 33180.

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

General Partner:

CARL JOSEPH FAILLA  
21224 Harbor Way, Suite 231, Aventura, FL 33180.

Limited Partners:

- 1 - Carl J. Failla, Trustee and All Successor Trustees of the Connie Failla Irrevocable Trust Dated September 27, 1996.  
21224 Harbor Way, Suite 231, Aventura, FL 33180.
- 2 - Carl J. Failla, Trustee and All Successor Trustees of the Joan J. Failla Irrevocable Trust Dated September 27, 1996.  
21224 Harbor Way, Suite 231, Aventura, FL 33180.
- 3 - Carl J. Failla, Trustee and All Successor Trustees of the Carl J. Failla, Jr. Irrevocable Trust Dated September 27, 1996.  
21224 Harbor Way, Suite 231, Aventura, FL 33180.
- 4 - Joan Failla, Trustee and All Successor Trustees of the Carl J. Failla Irrevocable Trust Dated September 27, 1996.  
21224 Harbor Way, Suite 231, Aventura, FL 33180.
- 5 - Lee Gisser-Stoll and Carl Joseph Failla, Trustee and All Successor Trustees of the Lee Gisser-Stoll 1995 Revocable Trust.  
21224 Harbor Way, Suite 231, Aventura, FL 33180.

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6. Term. The partnership shall begin on the day this Certificate of Limited Partnership is filed with the Secretary of State and shall continue for twenty-five (25) years thereafter 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 to.

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 acting through a guardian, but only after such Limited Partner gives to the partnership a 120 day opportunity to purchase such interest as set forth in 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 in excess of fifty percent (50%) of the capital owned by all Limited Partners may elect to continue the Partnership by selecting a new General Partner.

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

15. Amount of Cash and Agreed Value and Description of Other Property Contributed. The partners in the Limited Partnership have contributed their interest in the property set forth in Schedule "A" attached hereto, with an agreed value of \$1,423,295.

<u>Partners</u>	<u>Percentage Interest</u>	<u>Contribution</u>
<b><u>General Partners:</u></b>		
CARL JOSEPH FAILLA	.07%	\$1,000
<b><u>Limited Partners:</u></b>		
CONNIE FAILLA IRREVOCABLE TRUST	.07%	\$1,000
JOAN F. FAILLA IRREVOCABLE TRUST	.07%	\$1,000
CARL J. FAILLA, JR. IRREVOCABLE TRUST	.07%	\$1,000
CARL J. FAILLA IRREVOCABLE TRUST	35.2538%	\$501,766
LEE GISSER-STOLL REVOCABLE TRUST	64.4651%	\$917,529
<b>TOTAL</b>	<b>100%</b>	<b>\$1,423,295</b>

IN WITNESS WHEREOF, we have set our hands and seals on the day and year first above written.

**GENERAL PARTNER:**

Carl Joseph Failla  
CARL JOSEPH FAILLA

**LIMITED PARTNERS:**

Carl J. Failla  
Carl J. Failla, Trustee of the Connie Failla  
Irrevocable Trust Dated , 1996

Carl J. Failla  
Carl J. Failla, Trustee of the Joan F. Failla  
Irrevocable Trust Dated , 1996

Carl J. Failla  
Carl J. Failla, Trustee of the Carl J. Failla, Jr.  
Irrevocable Trust Dated , 1996

Joan F. Failla  
Joan F. Failla, Trustee of the Carl J. Failla  
Irrevocable Trust Dated , 1996

Lee Gisser-Stoll  
Lee Gisser-Stoll and Carl Joseph Failla, Trustees  
of the Lee Gisser-Stoll 1995 Revocable Trust

SECRET  
FALL 1996

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FILED

**SCHEDULE A**

Attached to the Certificate of Limited Partnership of the GISSER-STOLL-FAILLA FAMILY LIMITED PARTNERSHIP dated SEPTEMBER 27, 1996.

The following contributions of capital are anticipated to be made by the General Partner and Limited Partners subject to the encumbrances owed thereon to-wit are as follows:

**General Partner:**

CARL J. FAILLA                      \$1,000

**Limited Partners:**

1.	CONNIE FAILLA IRREVOCABLE TRUST	\$1,000
2.	JOAN F. FAILLA IRREVOCABLE TRUST	\$1,000
3.	CARL J. FAILLA, JR. IRREVOCABLE TRUST	\$1,000
4.	CARL J. FAILLA IRREVOCABLE TRUST	\$501,766
5.	LEE-GISSER STOLL REVOCABLE TRUST	\$917,529
	<b>TOTAL</b>	<b>\$1,423,295</b>

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96 OCT -7 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**GENERAL PARTNER:**

Carl J. Faila  
CARL J. FAILLA

**LIMITED PARTNERS:**

Carl J. Faila  
CARL J. FAILLA, TRUSTEE OF THE  
CONNIE FAILLA IRREVOCABLE TRUST UAD

Carl J. Faila  
CARL J. FAILLA, TRUSTEE OF THE  
JOAN F. FAILLA IRREVOCABLE TRUST UAD

Carl J. Faila  
CARL J. FAILLA, TRUSTEE OF THE  
CARL J. FAILLA, JR. IRREVOCABLE TRUST UAD

Joan F. Faila  
JOAN F. FAILLA, TRUSTEE OF THE  
CARL J. FAILLA IRREVOCABLE TRUST UAD

Lee Gisser-Stoll  
LEE GISSER-STOLL AND CARL JOSEPH FAILLA, TRUSTEES  
OF THE LEE GISSER-STOLL 1995 REVOCABLE TRUST

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of the GISSER-STOLL-FAILLA FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is  
\$ 1,423,294.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 1,423,294.

Signed this 27 day of September, 1996.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.



CARL J. FAILLA, General Partner

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96 OCT -7 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

