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August 9, 1996

FILED
96 NOV 13 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/15/96--01076--001
*****87.50 *****87.50

Re: Certificate of Limited Partnership of
Bonisese Family Limited Partnership
Our File No. 87-013

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of Certificate of Limited Partnership of Bonisese Family Limited Partnership for filing.

Also enclose please find my check in the amount of \$87.50 as and for cost of filing and designation of the Registered Agent.

Kindly file and return a copy marked "filed" in the self-addressed, stamped envelope provided herein. Thank you for your attention to this matter.

Very truly yours,


STEPHEN C. GILBERT

SCG/pg
Enclosures

cc: Mr. and Mrs. John Bonisese



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 20, 1996

STEPHEN C. GILBERT, ATTORNEY AT LAW
P.O. BOX 340
MORRISTOWN, NJ 07963-0340

SUBJECT: BONISESE FAMILY LIMITED PARTNERSHIP
Ref. Number: W96000017390

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SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

We have received your document for **BONISESE FAMILY LIMITED PARTNERSHIP** and check(s) totaling \$87.50. However, your check(s) and document are being returned for the following:

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

Section 620.108, Florida Statutes, requires that limited partnership certificates include the mailing address in addition to the principal place of business address. Please correct your document accordingly. If the mailing address and principal place of business are one and the same, please be sure this is clearly reflected in your document.

The registered agent must sign accepting the designation.

Section 620.108, Florida Statutes, requires the certificate include the latest date upon which the partnership is to dissolve.

Pursuant to section 620.108, Florida Statutes, an affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners must accompany the certificate of limited partnership. The affidavit must be signed by all general partners.

We are enclosing the proper form(s) with instructions for your convenience.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 596A00039498

CERTIFICATE OF LIMITED PARTNERSHIP
OF

BONISESE FAMILY LIMITED PARTNERSHIP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, desiring to form a limited partnership pursuant to the Uniform Limited Partnership Act as set forth in the Partnership Law of the State of Florida (Florida Stat. Ann. §620) do hereby certify:

1. The name of the firm under which the partnership is to be conducted is BONISESE FAMILY LIMITED PARTNERSHIP.

2. The character of the business intended to be transacted by the partnership shall be as follows: To hold, invest in, and sell real and personal property to contract for insurance on the lives of the General Partner; and any other lawful purpose for which a limited partnership may exist under the laws of any jurisdiction in which the partnership may operate.

3. The mailing address and the location of the principal place of business shall be at 2625 Spruce Creek Boulevard, Datona Beach, Florida 32124.

4a. The name and place of residence of each general partner interested in the partnership is as follows:

<u>Name</u>	<u>Address</u>
John Bonisese	2625 Spruce Creek Blvd. Datona Beach, FL 32124
Dorothea Bonisese	2625 Spruce Creek Blvd. Datona Beach, FL 32124

The name and place of residence of each limited partner interested in the partnership is as follows:

<u>Name</u>	<u>Address</u>
John Bonisoso	2625 Spruce Creek Blvd. Daton Beach, FL 32124
Dorothea Bonisoso	2625 Spruce Creek Blvd. Daton Beach, FL 32124

b. The registered agent shall be John Bonisoso. The address of such registered agent is 2625 Spruce Creek Boulevard, Daton Beach, Florida 32124.

5. The partnership shall exist as stated, effective November 1, 1996.

6. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2020.

7. The amount of cash and a description and the agreed value of the other property contributed by each limited partner are as follows: The Limited Partners shall contribute to the capital of the partnership, assets the total of which constitute Ninety-Eight Percent (98%) of the total contributions to the partnership. In exchange for this capital contribution, the Limited Partners shall receive a Capital Interest of Ninety-Eight Percent (98%) or 98 Units to be allocated among the Limited Partners.

8. The partners have made an initial capital contribution of \$5,000.00, in the aggregate. And further, the partners may make such additional contributions to the capital of the partnership as may from time to time be agreed by all the partners.

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9. The contribution of each limited partner shall be returned as follows:

Distributions of income and/or expense together with return of capital shall be pro rata.

10. The share of the profits or the other compensation by way of income that each limited partner shall receive by reason of his contribution is as follows:

Each percentage or share of the partnership shall receive one percent (1%) of the profits of the partnership. All Limited Partners shall be treated the same with respect to their interest in the partnership.

11. The right of a limited partner to substitute an assignee as limited partner in his place, and the terms and condition of the substitution, are as follows:

Limited Partners may only transfer and/or assign partnership interests with the consent of the General Partner.

12. The right of the partners to admit additional limited partners is as follows:

Additional partners may be admitted upon a ratable contribution to the capital of the partnership.

13. The right of one or more of the limited partners to have priority over other limited partners, as to contributions or as to compensation by way of income, and the nature of such priority, are as follows:

NONE

14. The right of the remaining general partner or partners to continue the business on the death, retirement, or incapacity of a general partner is as follows:

Upon the consent of the of the remaining partners.

15. The right of a limited partner to demand and receive property other than cash in return for his contribution is as follows:

NONE

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 22nd day of Oct, 1996.

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John Boniseese
JOHN BONISEESE, General Partner

Dorothea Boniseese
DOROTHEA BONISEESE, General Partner

I, JOHN BONISEESE, being the Registered Agent of the Certificate of Limited Partnership of the Boniseese Family Limited Partnership, do hereby accept the designation of Registered Agent for service of process.

John Boniseese
JOHN BONISEESE, Registered Agent

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP

The undersigned constituting all of the general partners of the Boniseese Family Limited Partnership, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$5,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$5,000.00.

Signed this 2nd day of October, 1996.

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TALLAHASSEE, FLORIDA

FURTHER AFFIANT SAYETH NOT.

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

John Boniseese
JOHN BONISEESE, General Partner

Dorothea Boniseese
DOROTHEA BONISEESE, General Partner