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HOWARD J. WIENER
BOARD CERTIFIED IN TAXATION
CORPORATION AND BUSINESS LAW

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 NOV 25 PM 2:52

ADJUNCT PROFESSOR OF LAW
UNIVERSITY OF MIAMI SCHOOL OF LAW

November 22, 1996

VIA UPS NEXT DAY AIR
SECRETARY OF STATE
Division of Limited Partnerships
409 East Gaines Street
Tallahassee, Florida 32399

400002018674--4
-12/03/96--01160--015
***1837.50 ***1837.50

ATTENTION: Kenny Manning

Re: The Hersey Family Limited Partnership #1

Dear Ms. Manning:

Enclosed find original and one (1) signed copy of Certificate of Limited Partnership of captioned, together with a check in the amount of \$1,837.50, payable to the Department of State, representing payment of the filing fee based upon the anticipated amount of capital contributions of the limited partners (at the rate of \$7.00 per \$1,000.00 of contributions, but not more than \$1,750.00), plus \$52.50, representing the fee for a certified copy, together with an additional \$35.00 for the provision within the Certificate which designates the resident agent.

Upon the filing of the Certificate of Limited Partnership with the Department of State, please receipt the copy which is enclosed marked filed and return same to this office with the Certificate of Department of State in the enclosed UPS Next Day Air envelope.

I WOULD APPRECIATE YOUR FILING THE ENCLOSED CERTIFICATE OF LIMITED PARTNERSHIP ON OR BEFORE MONDAY, NOVEMBER 25, 1996, AND THEREFORE, RESPECTFULLY REQUEST THAT YOU CALL ME UPON YOUR RECEIPT OF THIS LETTER TO CONFIRM THE DATE OF FILING WITH THE DEPARTMENT OF

Name	STATE
Availability	KWM
Updater	KWM
Updater	KWM
Verifier	HJW/jcc KWM
Acknowledged	Enclosures
W. P. Verifier	KWM

C. TAX FILING 1750.00
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 1837.50
N. STATE BALANCE REPORT

Sincerely yours,

HOWARD J. WIENER, P.A.

By:

HOWARD J. WIENER, ESQUIRE

Acknowledged: Harry W. Hersey, Jr. (w/out enclosures)
Gary B. Sellari, CPA (w/out enclosures)

1125

CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE HERSEY FAMILY LIMITED PARTNERSHIP #1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 NOV 25 PM 2:52

A Florida Limited Partnership

The undersigned, acting as formers of a limited partnership under the Florida Revised Uniform Partnership Act, adopt the following certificate for such limited partnership.

1. Name. The name of this Limited Partnership is **THE HERSEY FAMILY LIMITED PARTNERSHIP #1.**

2. Business. The general character of the Partnership business shall be to own, acquire, sell and lease real property and other property of any type, kind or description, and to conduct a general business as thereto related.

3. Principal Place of Business and Location of Records. The location of the principal place of business of the Partnership is 1501 Northpoint Parkway, Suite 100, West Palm Beach, Palm Beach County, Florida 33407, at which place the records shall be maintained.

4. Registered Agent. The name and address of the registered agent for service for this Limited Partnership is Harry W. Hersey, Jr. at 1501 Northpoint Parkway, Suite 100, West Palm Beach, Florida 33407, who acknowledges by his signature hereunder, his acceptance of same.

5. The General Partner. The name and business address of the General Partner is as follows:

GENERAL PARTNER

Harry W. Hersey, Jr.

PLACE OF BUSINESS

1501 Northpoint Parkway, Suite 100
West Palm Beach, FL 33407

6. Mailing Address. The mailing address of the Limited Partnership is 1501

Northpoint Parkway, Suite 100, West Palm Beach, Florida 33407.

7. Term. The Partnership shall begin at the time of the filing of the Certificate of Limited Partnership with the Department of State and shall liquidate and dissolve on December 31, 2030, unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.

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

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

10. Profits. All annual net profits of the Partnership shall be divided among the General and Limited Partners in accordance with their Percentage Interests, unless retained for Partnership investment and business activities.

11. Sale or Transfer of Interest in Partnership. A Limited Partner shall not have the right to sell or transfer his or her interest in the Partnership without the prior written consent of the partners, unless the Transfer is a permitted Transfer, as explained in detail by the Partnership Agreement.

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. Day to Day Management by General Partner. The General Partner shall have the sole, full and exclusive right to manage, operate, administer and control the Partnership business and investment activities.

14. 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, by unanimous vote, a new successor General Partner.

15. Property Other than Cash. A Limited Partner may not demand property other than cash in return for his or her contributions.

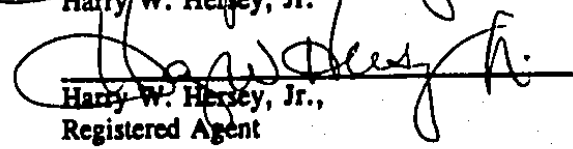
16. Amount of Cash and Affidavit to Agreed Value and Description of Property Contributed. The Limited Partners in the Limited Partnership have contributed their interest in the property as set forth in Schedule "A", Affidavit of the Amount of the Capital Contributions of the Limited Partners, and Any Amount Anticipated to be Contributed by the Limited Partners," attached hereto, with an agreed value of \$800,000.00.

IN WITNESS WHEREOF, the parties have hereunder executed this Certificate on the 22nd day of November, 1996.

GENERAL PARTNER:



Harry W. Hersey, Jr.



Harry W. Hersey, Jr.,
Registered Agent

SCHEDULE "A"

THE HERSEY FAMILY LIMITED PARTNERSHIP #1

"AFFIDAVIT OF THE AMOUNT OF THE CAPITAL

CONTRIBUTIONS OF THE LIMITED PARTNERSHIP,

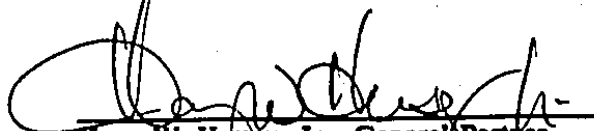
AND ANY AMOUNT ANTICIPATED TO BE CONTRIBUTED

BY THE LIMITED PARTNERS"

The undersigned presents this Affidavit, given under oath, to affirm the following:

1. The amount of the capital contributions to date of the Limited Partners of The Hersey Family Limited Partnership #1 is \$800,000.00.

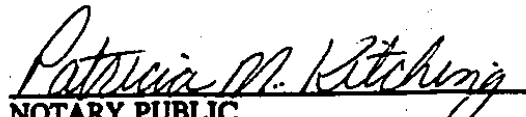
2. The amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$800,000.00.


Harry W. Hersey, Jr., General Partner

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 22nd day of November, 1996, by HARRY W. HERSEY, JR., who is personally known to me, or, if not, produced a Florida driver's license.


NOTARY PUBLIC

