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HURD and HORVATH, P.A.

ATTORNEYS AT LAW
8298 No. MILITARY TRAIL, SUITE A
PALM BEACH GARDENS, FLORIDA 33410-8387

MITCHELL A. DINKIN
DAVID E. HORVATH
ROGER C. HURD

TELEPHONE: (881) 827-1534
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***1785.00 ***1785.00

November 1, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: The MRJ Family Limited Partnership

Gentlemen:

Enclosed please find an original and one copy of the following:

1. Certificate of Limited Partnership.
2. Affidavit of Capital Contribution.

Also enclosed is our check in the sum of \$1,785.00. Please return a filed copy in the enclosed, stamped, self-addressed envelope.

Any correspondence or communication should be directed to the General Partner, Mary R. Miller, 234 Australian Avenue, Palm Beach, Florida 33480; telephone (561)-835-4222.

Very truly yours,

ROGER C. HURD

| | |
|--------------------------------------|------------|
| Name | |
| Availability | |
| Document | |
| Examiner | DCC |
| Reviewer | DCC |
| By | RCH/pr |
| Enclosures | |
| Verifier | cc: Client |
| Acknowledgement | DCC |
| V. (WP/WS/MILLER, MARY R.) CORP. LTR | |
| W. P. Verifier | DCC |

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TC
\$930,600.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
26 DEC 20 AM '96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1996

ROGER C. HURD
HURD AND HORVATH, P.A.
8295 NO. MILITARY TRAIL, SUITE A
PALM BEACH GARDENS, FL 33410-6397

SUBJECT: THE MRJ FAMILY LIMITED PARTNERSHIP
Ref. Number: W96000023971

We have received your document for THE MRJ FAMILY LIMITED PARTNERSHIP and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 896A00051729

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE MRJ FAMILY LIMITED PARTNERSHIP
A Florida Limited Partnership**

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

MRJ GP, INC.

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

Mary R. Miller

**The Rebecca F. Dowling
Irrevocable Trust dated
September 27, 1996**

**The Joy O. Miller
Irrevocable Trust dated
September 27, 1996**

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W I T N E S S E T H:

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

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

2. Business. The business of the Partnership shall be to engage in any lawful act or activity in which a partnership may engage, including but without limitation, to engage generally in any and all phases of the business of owning, holding, managing, controlling, acquiring, purchasing, disposing of or otherwise dealing in or with any interests or rights in any real or personal

property, directly or through one or more other partnerships or other entities or arrangements.

3. Principal Place of Business and Mailing Address. The location of the principal place of business and the mailing address of the Partnership is 234 Australian Avenue, Palm Beach, Fl. 33480.

4. Registered Agent. The registered agent for service for this Limited Partnership is Mary R. Miller whose address is 234 Australian Avenue, Palm Beach, Fl. 33480.

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

GENERAL PARTNERS

PLACE OF RESIDENCE

MRJ GP, INC.
P96000081904

234 Australian Avenue
Palm Beach, Fl. 33480

LIMITED PARTNERS

PLACE OF RESIDENCE

Mary R. Miller

234 Australian Avenue
Palm Beach, Fl. 33480

The Rebecca F. Dowling
Irrevocable Trust dated
September 27, 1996

234 Australian Avenue
Palm Beach, Fl. 33480

The Joy O. Miller
Irrevocable Trust dated
September 27, 1996

234 Australian Avenue
Palm Beach, Fl. 33480

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6. Term. The partnership shall begin upon the filing of this Certificate with the Florida Department of State and shall continue for forty (40) 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 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 acting through the guardian, but only after such Limited Partner gives to the partnership a one hundred twenty (120) day opportunity to purchase such interest, and thereafter to each Partner a sixty (60) 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 in excess of fifty (50%) percent of the capital owned by all Limited Partners may elect to continue the Partnership 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 contributions.

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 as set forth in Schedule "A" attached hereto, with an agreed value of \$940,000.00.

| <u>Partners</u> | <u>Percentage Interest</u> | <u>Contribution</u> |
|--------------------------------------------|----------------------------|---------------------|
| MRJ GP, INC. | 1% | \$ 9,400.00 |
| Mary R. Miller | 97% | \$911,800.00 |
| Rebecca F. Dowling | 1% | \$ 9,400.00 |
| Irrevocable Trust dated September 27, 1996 | | \$ 9,400.00 |

Joy O. Miller
Irrevocable Trust dated
September 27, 1996

18

GENERAL PARTNER:

MRJ GP, INC.

By: Mary H. Miller

Mary H. Miller, President

LIMITED PARTNER:

Mary H. Miller
MARY H. MILLER

**THE REBECCA F. DOWLING
IRREVOCABLE TRUST DATED
SEPTEMBER 27, 1996**

By: Cheryl C Ball

Trustee

**THE JOY O. MILLER
IRREVOCABLE TRUST DATED
SEPTEMBER 27, 1996**

By: Cheryl C Ball

Trustee

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NOTICE OF ACCEPTANCE

The undersigned hereby accepts appointment as Registered Agent
for The MRJ Family Limited Partnership.

Mary R. Miller
MARY R. MILLER

Sworn to and subscribed before me this 12th day of December
1996.



ROGER C. HURST
MY COMMISSION # CC304288 EXPIRES
August 21, 1997
BONDED THRU TROY FARM INSURANCE, INC.

[Signature]
Signature of Notary Public

Printed Name of Notary Public

Personally Known ✓

Produced Identification

Type of Identification:

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DIVISION OF CORPORATIONS
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AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA
COUNTY OF PALM BEACH

The undersigned, after being duly sworn, deposes and swears as follows:

1. That she is the President of the General Partner of THE MRJ FAMILY LIMITED PARTNERSHIP.

2. That the capital contributions of the Limited Partners to THE MRJ FAMILY LIMITED PARTNERSHIP is as follows:

Mary R. Miller \$ 911,800.00

The Rebecca F. Dowling
Irrevocable Trust dated
September 27, 1996 \$ 9,400.00

The Joy O. Miller
Irrevocable Trust dated
September 27, 1996 \$ 9,400.00

TOTAL \$ 930,600.00

3. The amounts anticipated to be contributed by the Limited Partners is identical to the amounts specified in Paragraph 2 above.

FURTHER AFFIANT SAITH NAUGHT.


MARY R. MILLER

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 27th day of September, 1996, by MARY R. MILLER.



ROGER C. HURD
MY COMMISSION # CC304288 EXPIRES
AUGUST 21, 1997
BONDED THRU TROY FAIR INSURANCE, INC.


(Signature of Notary Public
State of Florida)

(Print, Type or Stamp
Commissioned Name of Notary
Public)

Personally Known OR Produced Identification
Type of Identification

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