



# A 97000002153

ACCOUNT NO. : 072100000032

REFERENCE : 554418 4309406 300002314743--9

AUTHORIZATION :

-10/08/97--01045--004

\*\*\*1785.00 \*\*\*1785.00

COST LIMIT : \$ PREPAID

ORDER DATE : October 6, 1997

ORDER TIME : 10:25 AM

ORDER NO. : 554418-005

CUSTOMER NO: 4309406

CUSTOMER: John I. Van Voris, Esq  
SHACKLEFORD FARRIOR STALLINGS  
& EVANS  
P. O. Box 3324

Tampa, FL 33601

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DOMESTIC FILING

NAME: PONDEROSA TRETINOIN PARTNERSHIP  
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: Daniel W Leggett

EXAMINER'S INITIALS:

3K 10/6/97  
G. TAX FILING 17.50  
R. AGENT FEE 35  
C. COPY  
TOTAL 17.85  
N. EXAM  
BALANCE  
FUND

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CERTIFICATE OF LIMITED PARTNERSHIP OF  
PONDEROSA TRETINOIN PARTNERS, LTD.,  
a Florida limited partnership

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The undersigned general partners desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Part I of Chapter 620 of the Florida Statutes, hereby state the following:

1. The name of the Partnership is PONDEROSA TRETINOIN PARTNERS, LTD.

2. The address of the office of the Partnership is 13100 Ponderosa Way, Fort Myers, FL 33907.

3. The name and address of the agent for service of process on the Partnership is Kim L. Spear, M.D., 3635 Central Avenue, Fort Myers, FL 33901.

4. The names and business addresses of the general partner is as follows:

Spear Pharmaceuticals, Inc.  
3635 Central Ave.  
Fort Myers, FL 33901

5. The mailing address of the Partnership is 13100 Ponderosa Way, Fort Myers, Florida 33907.

6. The latest date upon which the Partnership shall dissolve is December 31, 2047.

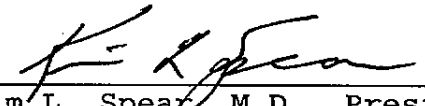
7. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by any one of the general partners.

The execution of this Certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the general partner of Ponderosa Tretinoin, Partners, Ltd. this 5<sup>th</sup> day of September, 1997.

GENERAL PARTNER:

SPEAR PHARMACEUTICALS, INC.,  
General Partner

By:   
Kim L. Spear, M.D., President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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Under penalties of perjury, the undersigned General Partner of Ponderosa Tretinoin Partners, Ltd., a Florida limited partnership (the "Partnership") hereby swear and affirm that the total amount of capital contributed by the limited partners of the Partnership is \$500,000. No additional limited partner contributions are anticipated.

IN WITNESS WHEREOF, this Affidavit of Capital Contribution has been executed by the general partner of Ponderosa Tretinoin Partners, Ltd. this 5<sup>th</sup> day of September, 1997.

SPEAR PHARMACEUTICALS, INC.,  
General Partner

By: *Kim L. Spear*  
Kim L. Spear, M.D., President

STATE OF FLORIDA

COUNTY OF LEE

The foregoing Affidavit of Capital Contribution was acknowledged before me this 5<sup>th</sup> day of September, 1997 by Kim L. Spear, M.D., as President of Spear Pharmaceuticals, Inc., ☒ who is personally known to me, ☐ or who has produced the following identification: \_\_\_\_\_ (check one) and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 5<sup>th</sup> day of September, 1997.



KAREN E. GERRY  
MY COMMISSION # CC345751 EXPIRES  
February 22, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

*Karen E. Gerry*  
Name: KAREN E. GERRY (print)  
NOTARY PUBLIC  
Commission No.: CC345751  
Commission Expiration Date: 2-22-98

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Ponderosa Tretinoin Partners, Ltd., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Kim L. Spear  
Kim L. Spear, M.D.

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STATE OF FLORIDA

COUNTY OF LEE

The foregoing Acceptance of Appointment as Registered Agent was acknowledged before me this 5<sup>th</sup> day of September, 1997 by Kim L. Spear, M.D., ☒ who is personally known to me, ☐ or who has produced the following identification:

\_\_\_\_\_ (check one) and who did take an oath.



KAREN E. GERRY  
MY COMMISSION # CC345751 EXPIRES  
February 22, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

Karen E. Gerry  
Name: KAREN E. GERRY (print)  
NOTARY PUBLIC  
Commission No.: CC345751  
Commission Expiration Date: 2-22-98

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of September, 1997 by Kim L. Spear, M.D., as President of Spear Pharmaceuticals, Inc., the general partner of Ponderosa Tretinoin Partners, Ltd., a Florida limited partnership, ☒ who is personally known to me, ☐ or who has produced the following identification: \_\_\_\_\_ (check one) and who did take an oath.



KAREN E. GERRY  
MY COMMISSION # CC345751 EXPIRES  
February 22, 1998  
BONDED THRU TRACY FAIN INSURANCE, INC.

Karen E. Gerry  
Name: KAREN E. GERRY (print)  
NOTARY PUBLIC  
Commission No.: CC345751  
Commission Expiration Date: 2-22-98

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