

A 97000002472



ACCOUNT NO. : 072100000032

REFERENCE : [CUST#]

AUTHORIZATION :

COST LIMIT : \$ PPD

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 NOV 13 AM 10:43

FILED

ORDER DATE :

ORDER TIME : 2:17 PM

ORDER NO. : -010

CUSTOMER NO:

CUSTOMER:

600002350586--4
-11/18/97--01057--006
***1697.50 ***1697.50

File 2nd.

CM
~~600002350586~~

DOMESTIC FILING

NAME: COOPER AEROBICS CENTER AT
VERO BEACH, LTD.

600002350586--4
-11/18/97--01057--007
****140.00 ****140.00

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

DIVISION OF CORPORATION & FILE
SYSTEM OF CORPORATIONS
TALLAHASSEE, FLORIDA

97 NOV 97 NOV 31 06 AM 8 26

NEED DATE
REQ RECEIVED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1997

GAIL
CSC
TALLAHASSEE, FL

SUBJECT: COOPER AEROBICS CENTER AT VERO BEACH, LTD.
Ref. Number: W97000025646

FILED
97 NOV 13 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for COOPER AEROBICS CENTER AT VERO BEACH, LTD. and check(s) totaling \$140.00. However, your check(s) and document are being returned for the following:

Your document is being returned as requested.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 997A00054522

**AFFIDAVIT AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

COOPER AEROBICS CENTER AT VERO BEACH, LTD.

FILED
97 NOV 13 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as the General Partner of COOPER AEROBICS CENTER AT VERO BEACH, LTD., a Florida Limited Partnership, hereby executes, swears to and acknowledges in this Certificate of Limited Partnership as follows:

1. The name of the Limited Partnership is COOPER AEROBICS CENTER AT VERO BEACH, LTD.

2. The business address of the Limited Partnership is 3770 7th Terrace, Suite 102, Vero Beach, Florida 32960.

3. The name and street address of the registered agent for the Limited Partnership is William W. Caldwell, 756 Beachland Boulevard, Vero Beach, Florida 32963.

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

COOPER AEROBICS CENTER AT VERO BEACH, INC.
3770 7th Terrace
Vero Beach, FL 32960

897-96367

5. The mailing address of the Limited Partnership is as follows:

COOPER AEROBICS CENTER AT VERO BEACH, LTD.
3770 7th Terrace, Suite 102
Vero Beach, FL 32960

6. The latest date upon which the Limited Partnership is to dissolve is forty years from the date of this Certificate.

7. The initial amount of capital to be contributed to the Partnership by the Limited Partners thereof is \$1,000.00.

8. Further capital contributions by the Limited Partners of the Partnership are anticipated total \$271,500.00.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the undersigned this 5TH day of November, 1997.

GENERAL PARTNER:

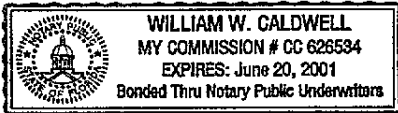
COOPER AEROBICS CENTER AT VERO BEACH,
INC., a Florida corporation

By: J.F. Swanson
J.F. Swanson, Its President.

FILED
27 NOV 13 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 6TH day of November, 1997,
by J.F. Swanson, M.D., President of COOPER AEROBICS CENTER AT VERO BEACH, INC.,
a Florida Corporation, on behalf of the Corporation. He is personally known to me ~~or has produced~~
as identification and did (did not) take an oath.



William W. Caldwell
Notary Public

ACCEPTANCE OF DESIGNATION

The undersigned, William W. Caldwell, hereby accepts the designation of himself as
Registered Agent for the Limited Partnership and agrees to serve in compliance with all applicable
Florida Statutes.

William W. Caldwell
William W. Caldwell