

**A9700002500**

MORRIS SILBERMAN

TELEPHONE  
(813) 461-4277  
FACSIMILE  
(813) 461-7678

October 29, 1997

VIA FEDERAL EXPRESS

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

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-10/30/97--01055--007  
\*\*\*1085.00 \*\*\*1085.00

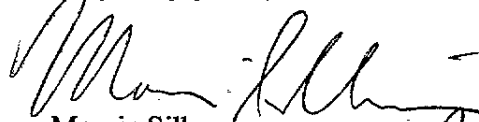
Re: HRC Limited

Dear Sir/Madam:

Enclosed, for filing, please find the Certificate of Limited Partnership, Acceptance of Designation of Registered Agent, and Affidavit of Capital Contributions as to the above limited partnership. Also enclosed is this firm's check in the amount of \$1085.00 for your filing fee and registered agent fee.

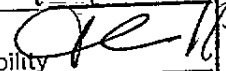



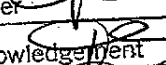
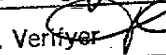
Please return the confirmation of this filing to the undersigned. If there are any questions, please do not hesitate to contact us.

Very truly yours,

  
Morris Silberman

MS/ar  
Enclosures  
cc: Rogers K. Haydon, Jr. (w/o enclosures)

**A9700002500**

Name Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 3, 1997

MORRIS SILBERMAN  
1230 MYRTLE AVENUE SOUTH, SUITE 101  
CLEARWATER, FL 34616

SUBJECT: HRC LIMITED  
Ref. Number: W97000024933

We have received your document for HRC LIMITED and your check(s) totaling \$1085.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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 (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 997A00053166

**MORRIS SILBERMAN, P. A.**  
ATTORNEY AT LAW  
SUITE 101, THOMPSON EXECUTIVE CENTER  
1230 MYRTLE AVENUE SOUTH  
CLEARWATER, FLORIDA 34616

MORRIS SILBERMAN

TELEPHONE  
(813) 461-4277  
FACSIMILE  
(813) 461-7678

November 17, 1997

VIA FEDERAL EXPRESS

Attn: Tammi Cline  
Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32301


Re: HRC Bayside Limited

Dear Ms. Cline:

Enclosed, for your reference, is a copy of your letter of November 3, returning the filing documents for HRC Limited. Enclosed please find for filing a Certificate of Limited Partnership of HRC Bayside Limited, an Affidavit of Capital Contributions, and an Acceptance of Designation of Registered Agent. You had retained our check in the amount of \$1,085.00 to cover filing of same. Please file these documents and send your acknowledgment of the filing to me at your earliest opportunity.

Please call if there are any questions. Thank you for your assistance.

Very truly yours,

  
Morris Silberman

MS/ar

Enclosures

cc: Rogers K. Haydon, Jr. & Leslie A. Rubin (w/o enclosures)

**CERTIFICATE OF LIMITED PARTNERSHIP OF HRC BAYSIDE LIMITED**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. **Name of Limited Partnership.** The name of the Limited Partnership is HRC Bayside Limited.

2. **Office for Maintenance of Business Records.** The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes, is 15201 Roosevelt Blvd., Suite 112, Clearwater, Florida 33760.

3. **Agent for Service of Process.** The name and address of the Partnership's agent for service of process in Florida is Rogers K. Haydon, Jr., 15201 Roosevelt Blvd., Suite 112, Clearwater, Florida 33760.

4. **General Partners.** The name and business address of each General Partner in the Limited Partnership is as follows:

HR Bayside Office, Inc. *897-77554*  
15201 Roosevelt Blvd., Suite 112  
Clearwater, Florida 33760

Cutler Bayside Office, Inc. *897-77417*  
35388 U.S. Hwy. 19 North  
Palm Harbor, Florida 34684

5. **Address of Partnership.** The mailing address of the Limited Partnership is 15201 Roosevelt Blvd., Suite 112, Clearwater, Florida 33760.

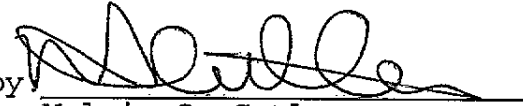
6. **Date of Dissolution.** The latest date on which the Limited Partnership is to dissolve is December 31, 2026.

Dated: November 4, 1997  
Clearwater, Florida

HR Bayside Office, Inc.  
as General Partner

Cutler Bayside Office, Inc.  
as General Partner

by:   
Rogers K. Haydon, Jr.,  
its President

by:   
Melvin S. Cutler,  
its President

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Rogers K. Haydon, Jr., having been named as Registered Agent and to accept service of process for HRC Bayside Limited, at the place designated in its Certificate of Limited Partnership, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: November 4, 1997



Rogers K. Haydon, Jr.  
15201 Roosevelt Blvd., Suite 112,  
Clearwater, Florida 33760

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned, who are all the General Partners of HRC Bayside Limited, declare that the capital contributions of all the Limited Partners in the Partnership are as follows:

1. The amount of the capital contributions of the limited partners, including cash and the value of other contributions is One Hundred Fifty Thousand Dollars (\$150,000.00).

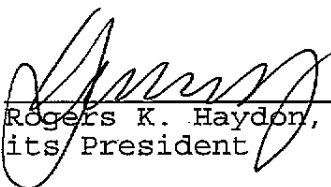
2. No additional capital contributions from the limited partners are presently anticipated; however the limited partners may be required to make additional capital contributions in accordance with the terms of the Limited Partnership Agreement.

Dated: November 4, 1997  
Clearwater, Florida

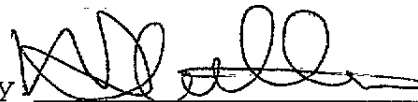
HR Bayside Office, Inc.  
as General Partner

Cutler Bayside Office, Inc.  
as General Partner

by:


  
Rogers K. Haydon, Jr.,  
its President

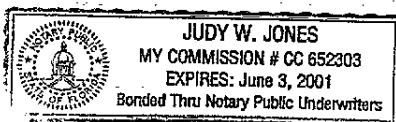
by:

  
Melvin S. Cutler,  
its President

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 12 day of November, 1997, Rogers K. Haydon, Jr., as President of HR Bayside Office, Inc., who is personally known to me or who has produced the following form of identification: \_\_\_\_\_ and who did take an oath.

  
NOTARY PUBLIC-STATE OF FLORIDA  
Stamp or print:  
Notary name:  
Commission Number:  
Commission Expires:



Commonwealth

STATE OF MASSACHUSETTS  
COUNTY OF WORCESTER

The foregoing instrument was acknowledged before me this 11<sup>th</sup>  
day of November, 1997, Melvin S. Cutler, as President of Cutler  
Bayside Office, Inc., who is personally known to me ~~or who has~~  
~~produced the following form of identification~~ \_\_\_\_\_ and  
who did take an oath.

Barbara A. Crosbie

~~NOTARY PUBLIC-STATE OF FLORIDA~~  
Stamp or print: Commonwealth of Massachusetts  
Notary name: Barbara A. Crosbie  
Commission Number:  
Commission Expires: 4/24/98

RUBIN\HRCL\CER-LTD-PSHIP.HRBAYSIDE