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MENDOZA, CALLAS & SCHILLING

ATTORNEYS AT LAW

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251 ROYAL PALM WAY

P. O. BOX 2715

PALM BEACH, FLORIDA 33480

FRANKLIN G. CALLAS
MARIO G. DE MENDOZA, III
CHRISTOPHER J. SCHILLING

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC -9 PM 3:18

TELEPHONE (561) 659-1111
FAX (561) 659-4009

December 4, 1997

CERTIFIED MAIL #Z 364 830 533 - RETURN RECEIPT REQUESTED

Corporation Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

000002367230--6
-12/09/97--01088--001
***140.00 ***140.00

RE: Mystic Cove Associates, Ltd.
Our File No. 3899.12.F.

Dear sir or madam:

Enclosed herewith to be filed with your office, please find the Certificate of Limited Partnership and Registered Agent form for the captioned entity. Also enclosed herewith please find a check in the amount of \$140.00 to defray the costs set forth below:

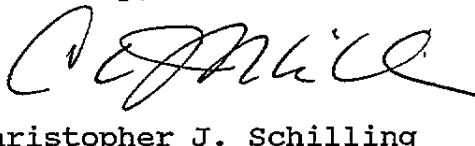
Filing Fee	\$ 52.50
Registered Agent form	\$ 35.00
Certified Copy of the Certificate	\$ 52.50

TOTAL: \$140.00

For your convenience in returning to me a certified copy of the Certificate, I have enclosed herewith a photocopy of the same.

Thank you for your cooperation in this matter.

Sincerely,


Christopher J. Schilling

CJS:ls
Enclosures

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

129

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DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP OF 97 DEC -9 PM 3:18
MYSTIC COVE ASSOCIATES, LTD.
a Florida limited partnership

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, hereby states:

1. The name of the Partnership is Mystic Cove Associates, Ltd.

2. The address of the Partnership is 1280 N. Congress Avenue, Suite 215, West Palm Beach, Florida 33409.

3. The name and address of the agent for service of process on the Partnership is Christopher J. Schilling, Esq., 251 Royal Palm Way, Suite 602, Palm Beach, Florida 33480.

4. ^{P97000077354} The name and business address of the sole general partner is Mystic Cove Development Corporation, 1280 N. Congress Avenue, Suite 215, West Palm Beach, Florida 33409.

5. The mailing address of the Partnership is 1280 N. Congress Avenue, Suite 215, West Palm Beach, Florida 33409.

6. The latest date upon which the Partnership shall dissolve is September 1, 2012.

7. The effective date of formation of the Partnership shall be the date on which this Certificate is filed with the Florida Department of State.

8. An affidavit setting forth the capital contributions and anticipated contributions by the limited partners is attached hereto as Exhibit A.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the sole General Partner of Mystic Cove Associates, Ltd., this 3 day of December, 1997.

GENERAL PARTNER:

MYSTIC COVE DEVELOPMENT
CORPORATION

BY: 

Robert A Bentz, President

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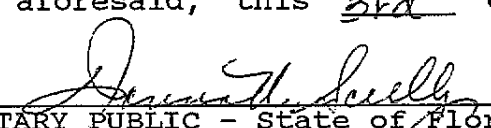
97 DEC -9 PM 3:18

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned officer, a Notary Public authorized to administration oaths and to take acknowledges in and for the State and County set forth above, personally appeared ROBERT A. BENTZ, who is personally known to me or who provided _____ as identification, and he acknowledged to me and before me that he executed this Certificate as President of Mystic Cove Development Corporation, sole General Partner of Mystic Cove Associates, Ltd.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 3rd day of December, 1997.

(NOTARY SEAL)



NOTARY PUBLIC - State of Florida



Donna M. Scully
MY COMMISSION # CC676090 EXPIRES
August 28, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

My commission expires: _____
My commission number: _____

EXHIBIT A

FILED
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DIVISION OF CORPORATIONS

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

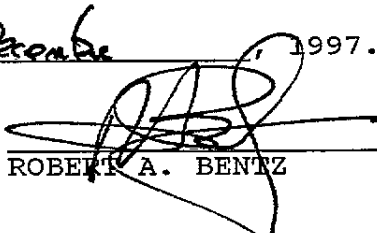
STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared ROBERT A. BENTZ, President of Mystic Cove Development Corporation, sole general partner of Mystic Cove Associates, Ltd. (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate \$1,000.00.
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

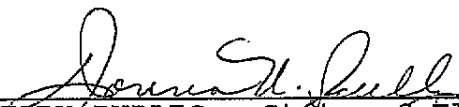
Dated this 3 day of December, 1997.


ROBERT A. BENTZ

BEFORE ME, the undersigned officer, a Notary Public authorized to administration oaths and to take acknowledges in and for the State and County set forth above, personally appeared ROBERT A. BENTZ, who is personally known to me or who provided _____ as identification, and he acknowledged to me and before me that he executed this Affidavit as President of Mystic Cove Development Corporation, general partner of Mystic Cove Associates, Ltd.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 3rd day of December, 1997.

(NOTARY SEAL)


NOTARY PUBLIC - State of Florida



Donna M. Scully
MY COMMISSION # CC476090 EXPIRES
August 28, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

My commission expires: _____
My commission number: _____

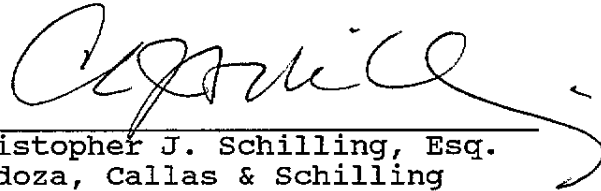
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

97 DEC -9 PM 3:18

Having been named as statutory registered agent for Mystic Cove Associates, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



Christopher J. Schilling, Esq.
Mendoza, Callas & Schilling
251 Royal Palm Way, Suite 602
P.O. Box 2715
Palm Beach, Florida 33480
(561) 659-1111