

## BAUGHER, METTLER AND SHELTON

LAWYERS

340 ROYAL POINCIANA PLAZA

P.O. BOX 109

PALM BEACH, FLORIDA 33480

M. F. BAUGHER (1903-1982)

THOMAS M. METTLER

JOHN W. SHELTON

FRANCIS X. J. LYNCH

KEVIN M. COLLVER

TELEPHONE (561) 833-9631

FAX (561) 655-2835

IN M. COLLVER  
A97000002919

December 22, 1997

FEDERAL EXPRESS

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

500002381055--4  
-1223/97--01082--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Vachel Limited Partnership

To Whom It May Concern:

With regard to the above, enclosed please find the following: 97

1. duplicate originals of the Certificate of Vachell Limited Partnership;
2. this firm's check in the amount of \$87.50 representing the filing fee; and
3. a return self-addressed FedEx mailer.

Once the enclosed documents have been filed, please return a copy of same to me in the enclosed FedEx mailer.

Thank you for your assistance in this matter. Should you have any questions or comments in this regard, please feel free to contact me.

Name	Sincerely,
Availability	12/30/97 DCC
Document Examiner	Francis X. [initials] DCC
Unit/air	EXJL/cb DCC
Unit/air Verifier	Enclosures
Acknowledgement	DCC
W. P. Verifier	DCC

A97000002919

7  
\$100.00

**CERTIFICATE OF VACHEL LIMITED PARTNERSHIP**

The undersigned, desiring to form a limited partnership pursuant to Chapter 620 of the Florida Statutes, and being duly sworn, does certify as follows:

1. The name of the partnership is VACHEL LIMITED PARTNERSHIP (the "Partnership").

2. The registered office of the limited partnership shall be 340 Royal Poinciana Plaza, Palm Beach, Florida 33480 and the registered agent as said office shall be Francis X. J. Lynch.

3. The name and address of the general partner and address records are to be kept is:

Seon Pierre Bonan  
100 Spoonbill Road  
Manalapan, Florida 33462

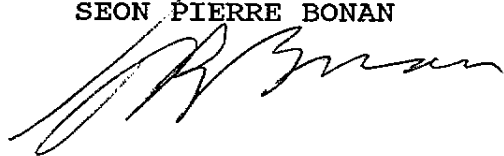
4. The business and mailing address of the limited partnership shall be 100 Spoonbill Road, Manalapan, Florida 33462.

5. The partnership shall begin upon the filing of this Certificate with the Department of State of the State of Florida and shall continue until December 31, 2045, unless sooner terminated.

IN WITNESS WHEREOF, the undersigned, being the sole general partner of the Partnership, has signed and sworn to this Certificate of Limited Partnership under the penalties of perjury as of this 16th day of October , 1997.

**GENERAL PARTNER:**

SEON PIERRE BONAN

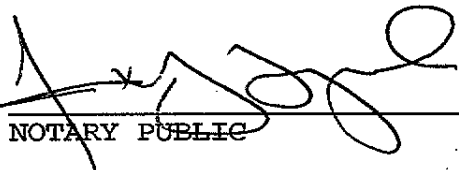
*S P BONAN*  


FILED  
97 DEC 23 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH, ss.

The foregoing instrument was acknowledged before me this  
16th day of October, 1997, by SEON PIERRE BONAN, who is  
personally known to me or ~~who has produced~~ \_\_\_\_\_  
~~as identification.~~

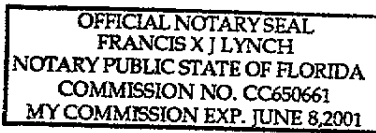
  
\_\_\_\_\_  
NOTARY PUBLIC

Notary Type/Print Name:

FRANCIS X. J. LYNCH

My Commission Expires:

AFFIX NOTARY SEAL



**AFFIDAVIT OF  
CAPITAL CONTRIBUTIONS**

BEFORE ME, the, respective undersigned authority, this 16th day of October, 1997, appeared SEON PIERRE BONAN (the "General Partner"), JANET R. BONAN and SEON PIERRE BONAN (the "Limited Partners"), the General Partner and the Limited Partners hereinafter collectively referred to as the Partners, who, upon being duly sworn, depose and state as follows:

1. They are all of the Partners of the VACHEL LIMITED PARTNERSHIP, said entity filing its Certificate of Limited Partnership herewith.

2. The individual initial contribution of each Partner is set forth on Schedule "A" attached hereto.

3. The anticipated capital contribution of each Partner will not exceed that set forth in Paragraph 2 above.

This Affidavit of Capital Contributions may be executed in one or more counterparts, each of which shall be an original, but all of which together shall constitute one and the same agreement.

DATED this 16th day of October, 1997.

**GENERAL PARTNER:**

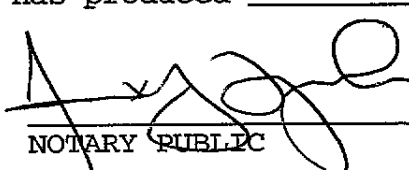
  
SEON PIERRE BONAN

FILED  
97 DEC 23 11:45  
TALLAHASSEE  
FLORIDA  
STATE

STATE OF FLORIDA  
COUNTY OF PALM BEACH, ss.

The foregoing instrument was acknowledged before me this  
16th day of October, 1997, by SEON PIERRE BONAN, who is  
personally known to me ~~or who has produced~~  
~~as identification.~~

OFFICIAL NOTARY SEAL  
FRANCIS X J LYNCH  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC650661  
MY COMMISSION EXP. JUNE 8, 2001

  
NOTARY PUBLIC

Notary Type/Print Name:

FRANCIS X. J. LYNCH

My Commission Expires:

AFFIX NOTARY SEAL

LIMITED PARTNER:

  
JANET R. BONAN

FILED  
97 DEC 23 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF PALM BEACH, ss.

The foregoing instrument was acknowledged before me this  
16th day of October, 1997, by JANET R. BONAN, who is  
personally known to me ~~or who has produced~~  
~~as identification.~~

OFFICIAL NOTARY SEAL  
FRANCIS X J LYNCH  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC650661  
MY COMMISSION EXP. JUNE 8, 2001

  
NOTARY PUBLIC

Notary Type/Print Name:

FRANCIS X. J. LYNCH

My Commission Expires:

AFFIX NOTARY SEAL

OFFICIAL NOTARY SEAL  
FRANCIS X J LYNCH  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC650661  
MY COMMISSION EXP. JUNE 8, 2001

SIGNATURES CONTINUE ON FOLLOWING PAGE

LIMITED PARTNER:

SEON PIERRE BONAN

STATE OF FLORIDA

COUNTY OF PALM BEACH, ss.

The foregoing instrument was acknowledged before me this  
16th day of October, 1997, by SEON PIERRE BONAN, who is  
personally known to me or who has produced \_\_\_\_\_ as  
identification.

OFFICIAL NOTARY SEAL  
FRANCIS X J LYNCH  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC650661  
MY COMMISSION EXP. JUNE 8, 2001

NOTARY PUBLIC

Notary Type/Print Name:

FRANCIS X. J. LYNCH

My Commission Expires:

AFFIX NOTARY SEAL

97 DEC 23 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

VACHEL LIMITED PARTNERSHIP

Schedule A

	<u>Capital Contribution</u>	<u>Partnership Interest</u>
<u>General Partner</u>		
Seon Pierre Bonan	\$ 1.00	.002%
<u>Limited Partners</u>		
Janet R. Bonan	\$ 50.00	49.999%
Seon Pierre Bonan	<u>\$ 50.00</u>	<u>49.999%</u>
<u>Total</u>	\$101.00	100.000%

97 DEC 23 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 620.105 OF THE FLORIDA STATUTES, THE UNDERSIGNED LIMITED PARTNERSHIP, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.


1. The name of the limited corporation is VACHEL LIMITED PARTNERSHIP.

2. The name and address of the registered agent and office is:

Francis X. J. Lynch  
340 Royal Poinciana Plaza  
Palm Beach, Florida 33480

Having been named as registered agent and to accept service process for the above-stated limited partnership at the place designated in this certificate, I 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: October 16, 1997

  
\_\_\_\_\_  
FRANCIS X. J. LYNCH,  
Registered Agent

97 DEC 23 PM 3:45  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA