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Barbieri & Screnci PA Attorneys, at Law

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December 15, 1997

Secretary of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314 900002377029--1 -12/18/97--01106--002 *****87.50 *****87.50

900002377029--1 -12/18/97--01106--003 ***2800.00 ****2800.00

Re: Giardina Family Limited Partnership

Dear Sir/Madam:

Enclosed for filing please find a Certificate of Limited Partnership for the above-referenced Limited Partnership. Also Enclosed please find a check in the amount of \$2,800 (filing fee) and our check in the amount of 87.50 (for Registered Agent and Certified Copy) Please file in your usual manner and acknowledge receipt of same.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

BARBIERI & SCRENCI, P. A.

Notice

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SECRETARY OF STATE DIVISION OF CORPORATIONS

~ (OR. 1050.00)

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 22, 1997

TODD B. WEPRIN BARBIERI & SCRENCI, P.A. 3200 N. MILITARY TRAIL, SUITE 200 BOCA RATON, FL 33431

SUBJECT: GIARDINA FAMILY LIMITED PARTNERSHIP

Ref. Number: W97000028410

We have received your document for GIARDINA FAMILY LIMITED PARTNERSHIP and your check(s) totaling \$2887.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must also list the registered agents address in section III.

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) 487-6913.

Letter Number: 797A00059962

Diane Cushing Corporate Specialist F:\DATA\CLIENTS\ESTATE\GIARDINA.CFF

Certificate of Cimited Partnership of

Giardina Family Cimited Partnership

(a Florida Limited Partnership)

The undersigned General Partner desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act (1986) hereby states the following pursuant to Section 620.108, Florida Statutes.

- I. The name of the Partnership is Giardina Family Limited Partnership.
- II. The address of the office of the Partnership is:

1033 Boca Cove Lane Highland Beach, FL 33487

III. The name and address of the agent for service of process on the Partnership is

Salvatore V. Giardina.
1033 Boca Cove Lane
Highland Yemm, fil 33487

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

Salvatore V. Giardina, President
Giardina Properties, Inc.
1033 Boca Cove Lane
Highland Beach, FL 33487

V. The mailing address of the Partnership is:

1033 Boca Cove Lane Highland Beach, FL 33487

VI. The latest date upon which the Partnership shall dissolve is December 31, 2096.

Barbieri & Screnci, P.A Attorneys at Law 3200 N. Military Trail Suite 200 Boca Raton, FL 33431 (561) 997-5700 F:\DATA\CLIENTS\ESTATE\GIARDINA.CFP

Giardina Family Limited Partnership Certificate of Limited Partnership Page 2

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 Giardina Family Limited Partnership this day.

Giardina Properties, Inc.

General Partner of Giardina Family Limited Partnership

Date: 7-25, 199

Salvatore V. Giardina, President

Prepared by: Frank A. Barbieri, Jr., Esq. Barbieri & Screnci, P.A. 320 North Military Trail, Suite 200 Boca Raton, FL 33431 561/997-5700 561/997-8737 (Fax)

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Acceptance of Appointment as Registered Agent

Having been named as Registered Agent for Giardina Family Limited Partnership, a Florida Limited Partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree 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.

Date: 7-25_____, 1997

Salvatore V. Giardina, Registered Agent

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Affidavit of Capital Contributions

The undersigned, constituting the sole General Partner of Giardina Family Limited Partnership, a Florida Limited Partnership, hereby certifies as follows:

The amount of capital contributions to date of the Limited Partners is \$100.00.

The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$400,000.00.

Under the penalties of perjury the undersigned declares that the information stated above is true, to the best of its knowledge and belief.

Giardina Properties, Inc.

General Partner of Giardina Family Limited Partnership

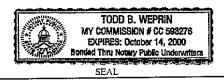
Date: 7-25-1997

Salvatore V. Giardina, Presiden

STATE OF Florida

COUNTY OF Palm Begen

The foregoing instrument was sworn to before me this day by Salvatore V. Giardina, the President of Giardina Properties, Inc., a Florida corporation, as general partner of Giardina Family Limited Partnership, on behalf of the partnership.



Signature of Notary

Todd B - Well
Printed Name of Notary

7/25 Date

Personally known or produced:_

Barbieri & Screnci, P.A Attorneys at Law 3200 N. Military Traii Suite 200 Boca Raton, FL 33431 (561) 997-5700