

# A98000000441



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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

-02/20/98-01034-018  
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Michigan Avenue Partners Ltd.

File 2nd

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- Certificate of FICTITIOUS NAME
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Cora File

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**CERTIFICATE OF LIMITED PARTNERSHIP**

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The undersigned hereby makes, acknowledges and files with the Secretary of State of the State of Florida, this *Certificate of Limited Partnership* for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida.

1. **NAME OF PARTNERSHIP** - The name of the Partnership shall be ***MICHIGAN AVENUE PARTNERS, LTD.***

2. **LOCATION OF PRINCIPAL PLACE OF BUSINESS** - The principal place of business of the Partnership shall be located at 951 North Lake Sybelia Drive, Maitland, Florida 32751, or such other place or places as the General Partner shall from time to time determine.

3. **NAME AND ADDRESS OF AGENT FOR SERVICE OF PROCESS**

***PHILIP TATICH***  
341 North Maitland Avenue, Suite 340  
Maitland, Florida 32751

4. **NAMES AND ADDRESSES OF THE GENERAL PARTNER**

***MAP/OPL, INC.***  
951 North Lake Sybelia Drive  
Maitland, Florida 32751

998-15579

5. **MAILING ADDRESS OF THE PARTNERSHIP**

951 North Lake Sybelia Drive  
Maitland, Florida 32751

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6. The latest date upon which the Partnership is to dissolve is upon the occurrence of any of the following events:

- (a) the determination by the General Partner, with the written concurrence of Limited Partners holding fifty-one percent (51%) of the Percentage Interests of all Limited Partners;
- (b) the bankruptcy, withdrawal or removal of the General Partner and failure by the Limited Partners to elect to continue the Partnership and select a successor General Partner as provided in Section 8.1 of the Partnership Agreement;
- (c) the disposition of all or substantially all of the Partnership assets; and
- (d) the occurrence of an event specified under the laws of the State of Florida as one effecting a dissolution (except as otherwise provided in the Partnership Agreement).

DATED this 16<sup>th</sup> day of February, 1998.

**GENERAL PARTNER**

**MAP/OPL, INC.**

By: \_\_\_\_\_

*Thomas L. Oyler, President*

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**AFFIDAVIT OF LIMITED PARTNERS' CONTRIBUTIONS**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, the undersigned, after first being duly sworn, deposes and says that the total capital contributions of the Limited Partners of *MICHIGAN AVENUE PARTNERS, LTD.* shall be \$ 29,700.00

No Limited Partner shall at any time be required to make any capital contributions to the Partnership in excess of the pro rata share of the aforesaid aggregate contributions of \$ 29,700.00 attributable to the interest of such Limited Partners, except as otherwise provided in the *Limited Partnership Agreement of Michigan Avenue Partners, Ltd.*

SWORN AND SUBSCRIBED this 16<sup>th</sup> day of February, 1998.

**GENERAL PARTNER**

*MAP/OPL, INC.*

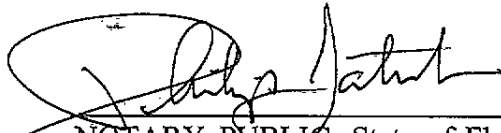
By: 

*Thomas L. Oyler, President*

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**STATE OF FLORIDA  
COUNTY OF ORANGE**

The foregoing *Certificate of Limited Partnership* was acknowledged before me this \_\_\_ day of February, 1998, by **THOMAS L. OYLER**, as President of *MAP/OPL, INC.*, a Florida corporation, as General Partner, who is personally known to me.



NOTARY PUBLIC, State of Florida




PHILIP TATICH  
MY COMMISSION # CC389399 EXPIRES  
September 3, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts his designation as Registered Agent for *MICHIGAN AVENUE PARTNERS, LTD.* and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Limited Partnership Act.

DATED this 16<sup>th</sup> day of February, 1998.

  
Philip Tatish

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