

SENT BY: RUDEN MCCLOSKEY

: 2-17-98 2:06PM :

305 Department of State: # 1

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FLORIDA DIVISION OF CORPORATIONS
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FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,
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NAME: VANZO FAMILY PARTNERS, LTD.

AUDIT NUMBER.....H98000003203

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

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\$620,000.00

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
VANZO FAMILY PARTNERS, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is:

Vanzo Family Partners, Ltd.

2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (the "Act") is 3301 Spanish Trail, Unit 400, Delray Beach, Florida 33483.

3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Emanuel Vanzo, 3301 Spanish Trail, Unit 400, Delray Beach, Florida 33483.

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

GENERAL PARTNER

Emanuel Vanzo

BUSINESS ADDRESS

3301 Spanish Trail, Unit 400
Delray Beach, Florida 33483.

5. A mailing address for the Partnership is 3301 Spanish Trail, Unit 400, Delray Beach, Florida 33483.

Prepared by: Thomas O. Katz, Esq., FL Bar #355836
Ruden McClosky, et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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6. The latest date upon which the Partnership is to dissolve is December 31, 2050, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

7. An affidavit as to capital contributions of the limited partners is submitted herewith and hereby incorporated herein by reference.

IN WITNESS WHEREOF, we have hereunto subscribed our hands and seals to this Certificate this 2 day of February, 1998.

GENERAL PARTNER:


EMANUEL VANZOFILED
SECRETARY OF STATE
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Prepared by: Thomas O. Katz, Esq., FL Bar #355836
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SENT BY: RUDEN MCCLOSKEY

; 2-17-98 2:07PM ;

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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Vanzo Family Partners, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act (1986).

DATED this 2 day of February, 1998
~~1997~~


EMANUEL VANZO

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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
VANZO FAMILY PARTNERS, LTD.**

The undersigned, constituting the General Partner of Vanzo Family Partners, Ltd. (the "Partnership"), a Florida limited partnership, certify as follows:

Upon the formation of the Partnership, the limited partner's contributions of cash and property to the Partnership have a value of \$620,000 *Six Hundred Twenty Thousand* and 00/100 Dollars (\$) and no additional capital contributions are anticipated to be made by the limited partner.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

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



EMANUEL VANZO

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Prepared by:

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