

Berger
Davis &
Singerman
Professional Association

A9800000488

100 E. Third Avenue, Suite 400
Fort Lauderdale, Florida 33301
Phone: 954.523.2872
Fax: 954.523.2872

February 23, 1998

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Blackcove Partners, Ltd.
Our File No. 2314.015

Dear Sir or Madam:

Enclosed are Certificate of Limited Partnership and Affidavit of Capital Contribution for the above-referenced proposed limited partnership.

Please file same and return a certified copy to the undersigned.

A check in the amount of \$140.00 is enclosed to cover the \$52.50 filing fee, the \$52.50 fee for the certified copy of the Certificate and Affidavit and the \$35.00 fee for filing the designation of registered agent.

Sincerely,

BERGER DAVIS & SINGerman

Robin L. Goldston
Robin L. Goldston
Legal Assistant

Encs.

cc: James L. Berger, Esq.

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DIVISION OF CORPORATIONS
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Please call Elyabeth @ 561-381-7310
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CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to Section 620.108, Florida Statutes, the undersigned, being the sole General Partner, desiring to form a Florida limited partnership, does hereby swear and affirm as follows:

1. The name of the Limited Partnership is Blackcove Partners, Ltd.

2. The office of the Limited Partnership is at 4300 North University Drive, Suite A-106, Lauderhill, Florida 33351, and the name and address of the agent for service of process is James L. Berger, Esquire at 100 N.E. 3rd Avenue, Suite 400, Fort Lauderdale, Florida, 33301.

3. The name and business address of the sole General Partner is:

Blackpool Associates, Inc. *P95VUW8888*
4300 North University Drive, Suite D-103
Lauderhill, FL 33351

4. The mailing address of the Limited Partnership is:

4300 North University Drive, Suite D-103
Lauderhill, FL 33351

5. The latest date upon which the Limited Partnership is to dissolve is December 31, 2045.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 20th day of February, 1998.

GENERAL PARTNER:

BLACKPOOL ASSOCIATES, INC.

BY: *William Murphy*

WILLIAM MURPHY
President

[Signature]
Witness

Tae L. Bunge
Witness

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STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

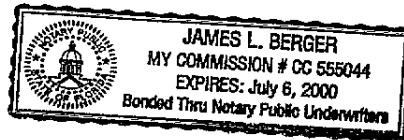
Sworn to and subscribed before me this 20th day of February, 1998, by **WILLIAM MURPHY**, as President of Blackpool Associates, Inc.

(☒) Personally known to me; or

() Produced Identification; Type of Identification produced
_____.

NOTARY PUBLIC:

By: James L. Berger
Print Name: JAMES L. Berger
Commission No.: _____
My Commission Expires: _____



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared WILLIAM MURPHY, President of the sole General Partner of BLACKCOVE PARTNERS, LTD., a Florida limited partnership ("Partnership"), who, upon being sworn, certified as follows:

The amount of the capital contributions of the Limited Partners to the Partnership and the amount anticipated to be contributed by them are as follows:

<u>Limited Partners</u>	<u>Capital Contribution</u>
William Murphy	Cash of \$100
Harry Cussen, as Trustee	Cash of \$100
Kevin Murphy, as Trustee	Cash of \$100
Kevin Murphy and Una Murphy as Co-Trustees of the Murphy S Trust	Cash of \$100

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Dated this 20th day of February, 1998.

FURTHER AFFIANT SAYETH NOT.

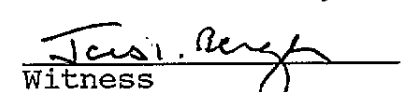
Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

GENERAL PARTNER:

BLACKPOOL ASSOCIATES, INC.


Witness


WILLIAM MURPHY,
President


Witness

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STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

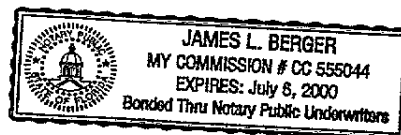
Sworn to and subscribed before me this 20th day of February,
1998, by **WILLIAM MURPHY**, as President of Blackpool Associates, Inc.

() Personally known to me; or

() Produced Identification; Type of Identification produced
_____.

NOTARY PUBLIC:

By: James L. Berger
Print Name: James L. Berger
Commission No.: _____
My Commission Expires: _____



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of **Blackcove Partners, Ltd.**, a Florida limited partnership, as made in the foregoing Certificate of Limited Partnership and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of **Blackcove Partners, Ltd.**

Dated: February 20, 1998



JAMES L. BERGER
Initial Registered Agent

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