

JOEL REINSTEIN

LAW OFFICES
OF
JOEL REINSTEIN
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March 5, 1998

AIRBORNE

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

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-03/06/98--01083--001
***1785.00 ***1785.00

Re: The Bendix Family Limited Partnership

Dear Sir:

Enclosed please find the following documents for filing regarding the above limited partnership:

1. Certificate of Limited Partnership.
2. Affidavit of Capital Contributions.
3. Acceptance of Appointment as Registered Agent.

Also enclosed is a check in the amount of \$1,785, representing the maximum filing fee of \$1,750, and the \$35 registered agent fee.

We have also enclosed a copy of each of the above documents. Please return a stamped filed copy to the undersigned in the envelope provided.

Please contact the undersigned if you have any questions.

Thank you for your cooperation in this matter.

Sincerely,

Joel Reinstein

JR/wsm
Enclosures
cc: Mr. Gilbert G. Bendix
Ms. Steffanie Barchat

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FILED
98 MAR -6 PM 4
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

A98-644

Name	De 310
Availability	
Document Examiner	De
Updater	De
Updater Verifier	De
Acknowledging	De
W. P. Verifier	De

CERTIFICATE OF LIMITED PARTNERSHIP
THE BENDIX FAMILY LIMITED PARTNERSHIP
A FLORIDA LIMITED PARTNERSHIP

The undersigned General Partners desiring to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby state the following:

1. The name of the Partnership is THE BENDIX FAMILY LIMITED PARTNERSHIP.

2. The address of the office of the Partnership is c/o Gilbert G. Bendix, 266 Lake Drive, Kensington, CA 94708.

3. The name and address of the agent for service of process of the Partnership is Joel Reinstein, Esq., The Plaza, Suite 801, 5355 Town Center Road, Boca Raton, Florida 33486.

4. The name and business address of the General Partners are Gilbert G. Bendix, 266 Lake Drive, Kensington, CA 94708, and Steffanie Barchat, 23 Cambridge A, West Palm Beach, FL 33417.

5. The mailing address of the Partnership is c/o Gilbert G. Bendix, 266 Lake Drive, Kensington, CA 94708.

6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2045, unless the Partners agree to extend the term.

This Certificate is duly executed and is being filed in accordance with section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

The execution of this Certificate by the undersigned General Partners 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 Partners of The Bendix Family Limited Partnership this 4th day of March, 1998.

THE BENDIX FAMILY LIMITED
PARTNERSHIP

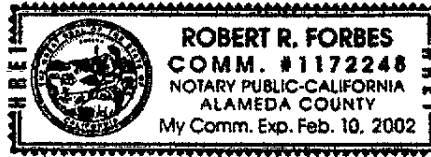
By: Gilbert G. Bendix
Gilbert G. Bendix, General Partner

By: Steffanie Barchat
Steffanie Barchat, General Partner

STATE OF CALIFORNIA:

COUNTY OF ALAMEDA:

SS:



RRF
I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared GILBERT G. BENDIX, to me known to be the person described in and who executed the foregoing Certificate of Limited Partnership, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 28 day of FEBRUARY, 1998.

My commission expires: 2-10-2002

Robert R. Forbes
Name: ROBERT R. FORBES
Notary Public

STATE OF FLORIDA:

SS:

COUNTY OF PALM BEACH:

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared STEFFANIE BARCHAT, to me known to be the person described in and who executed the foregoing Certificate of Limited Partnership, and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 4th day of March, 1998.

My commission expires:

Joel Reinstein
Name: JOEL REINSTEIN
Notary Public, State of Florida

FamilyLP.cer



Joel Reinstein
MY COMMISSION # CC682867 EXPIRES
September 22, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
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STATE
ALAMEDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for The Bendix 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 the registered agent.

By: 

Joel Reinstein, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF CALIFORNIA)
COUNTY OF ALAMEDA) SS:

BEFORE ME, the undersigned, constituting the general partners of THE BENDIX FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, certify as follows:

The amount contributed and anticipated to be contributed by the limited partners at this time totals Two Million Nine Hundred Fifty-five Thousand, Six Hundred Seventy-five Dollars (\$2,955,675).

FURTHER AFFIANTS SAYETH NOT.

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

THE BENDIX FAMILY LIMITED
PARTNERSHIP

By: Gilbert G. Bendix
Gilbert G. Bendix, General Partner

STATE OF CALIFORNIA:
COUNTY OF ALAMEDA: SS:

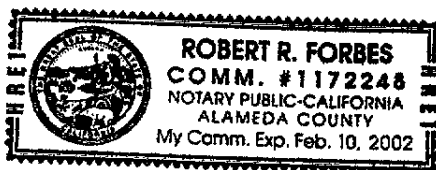
RA 4 I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared GILBERT G. BENDIX, to me known to be the person described in and who executed the foregoing Affidavit of Capital Contributions, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 28 day of FEBRUARY, 1998.

My commission expires: 2-10-2002

Name: Robert R. Forbes
Notary Public

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FILED
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FEB 6 PM 4:10
STATE
CLERK