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**Gossett & Gossett, P.A.**

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February 25, 1998

Florida Department of State  
The Capitol  
Tallahassee, FL 32399-0250

400002445214--2  
-03/03/98--01039--001  
\*\*\*\*140.00 \*\*\*\*140.00

Re: Frost Family Ltd. Partnership

Gentlemen:

Attached hereto is a photocopy of a Certificate of Limited Partnership of Frost Family Ltd. and a photocopy of the Affidavit of Capital Contribution. These documents are accompanied by an affidavit signed by the notary public certifying these copies to be true and accurate copies of the original documents.

I request the ability to substitute these certified copies for the originals of these documents and to consequently file the certified copies with you instead of the originals. Apparently the originals have been lost. The General Partner, Helen M. Frost, has had a stroke and is unable to re-execute these documents. Thus, the need to file the certified copies.

Thank you for your cooperation.

Very truly yours,

**Gossett & Gossett, P.A.**

By: 

ROBERT L. GOSSETT  
For the Firm

RLG/np

FILED  
98 MAR 13 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 6, 1998

ROBERT L. GOSSETT  
GOSSETT & GOSSETT, P.A.  
4700 SHERIDAN ST., BUILDING I  
HOLLYWOOD, FL 33021-3416

SUBJECT: FROST FAMILY LTD.  
Ref. Number: W98000005024

We have received your document for FROST FAMILY LTD. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

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) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 698A00012391

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**FROST FAMILY LTD.,**  
**a Florida Limited Partnership**

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TALLAHASSEE, FLORIDA

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership law, hereby states the following:

1. The name of the partnership is FROST FAMILY LTD.

2. The address of the office of the partnership is 3900 S.W. 56th Street, Fort Lauderdale, Florida 33312-6267.

3. The name and address of the agent for service of process on the partnership is GENE K. GLASSER, c/o Abrams, Anton, Robbins, Resnick & Schneider, P. A., 2021 Tyler Street, Hollywood, Florida 33022.

4. The name and business address of the General Partner and the mailing address of the partnership are HELEN M. FROST, 3900 S.W. 56th Street, Fort Lauderdale, Florida 33312-6267.

5. The latest date upon which the partnership shall dissolve is December 31, 2047.

6. No Limited Partner shall be entitled to withdraw or demand the return of any part of its capital contribution except upon dissolution of the partnership.

7. All annual net profits of the partnership shall be divided among the partners in the same proportions as the

partners' then capital accounts unless retained for partnership investments and business activities.

8. There is no priority of any one (1) Limited Partner over another with respect to the contributions or compensation by way of income.

9. A Limited Partner may not demand property other than cash in return for its contributions.

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 FROST FAMILY LTD. this 21 day of May, 1997.

Witnesses:

GENERAL PARTNER:

Julia Quarles  
JULIA QUARLES  
G. M. Frost

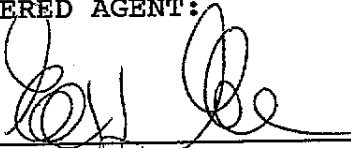
Helen M. Frost  
HELEN M. FROST

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TALLAHASSEE, FLORIDA

Having been named as registered agent for FROST FAMILY LTD., 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.

REGISTERED AGENT:

  
\_\_\_\_\_  
GENE K. GLASSER

#229490

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA                    )  
                                      ) SS:  
COUNTY OF BROWARD                )

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned, personally appeared HELEN FROST, the General Partner of FROST FAMILY LTD., a Florida limited partnership, who, upon being duly sworn, certifies as follows:

The amount of capital contributions to the partnership made by all of the Limited Partners is as follows:

-0-

The amount of additional capital contribution anticipated to be contributed by each Limited Partner is as follows:

-0-

FURTHER, AFFIANT SAYETH NAUGHT.

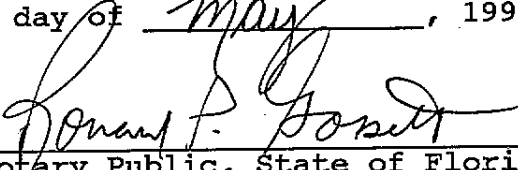
Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

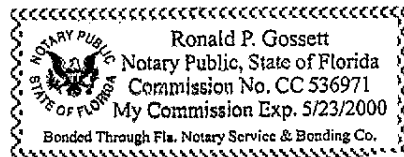
Helen M. Frost  
HELEN M. FROST

The foregoing Affidavit was subscribed and acknowledged before me by HELEN M. FROST, who is personally known to me or who

has produced PERSONALLY KNOWN as identification and  
who did take an oath, on this 21 day of May, 1997.

  
Notary Public, State of Florida

My Commission Expires:



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TALLAHASSEE, FLORIDA