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March 17, 1998

Via Federal Express

Florida Department of State
Division of Corporations
Partnership/Registration Section
409 E. Gaines Street
Tallahassee, FL 32301

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-03/18/98--01079--003
***1846.25 ***1846.25

Re: Vision Family Trust, Ltd.

Dear Sirs:

Enclosed for filing, please find a Certificate of Limited Partnership which is accompanied by an Acceptance of Registered Agent and an Affidavit of Capital Contribution for purposes of forming the above limited partnership.

Also enclosed is a check for \$1,846.25 representing: (i) a filing fee of \$1,750.00; (ii) certified copy of the Certificate of Limited Partnership for \$52.50; (iii) \$35.00 for the designation of registered agent; and (iv) \$8.75 for a Certificate of Status.

Please complete the filing of the Certificate and send the requested certified copy and Certificate of Status to me at the above address.

If any further information is needed, please call me.

Sincerely,
MD Horlick
Michael D. Horlick

MDH/rad

Enclosures

cc: Mr. Eugene H. Beckstein
David G. Bowman, Sr., Esq.
VISION.LTR

A98-719

Name Availability	<i>AL 3/19</i>
Document Examiner	<i>AL</i>
Updater	<i>AL</i>
Updater Verifier	<i>AL</i>
Acknowledgement	<i>AL</i>
W. P. Verifier	<i>AL</i>

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
VISION FAMILY TRUST, LTD.
a Florida limited partnership**

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Limited Partnership (the "Partnership") is **VISION FAMILY TRUST, LTD.**
2. The address of the office of the Partnership is 7418 Westmoreland Drive, Sarasota, Florida 34243.
3. The name and address of the agent for service of process on the Partnership is **DAVID G. BOWMAN, SR.**, 22 S. Tuttle Avenue, Suite 3, Sarasota, Florida 34237.
4. The name and business address of the sole general partner of the Partnership is **VISION FAMILY MANAGEMENT, INC.**, a Florida corporation, 7418 Westmoreland Drive, Sarasota, Florida 34243. *998-23443*
5. The mailing address of the Partnership is 7418 Westmoreland Drive, Sarasota, Florida 34243.
6. The latest date upon which the Partnership shall dissolve is December 31, 2040.

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 and correct.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the sole General Partner of the Partnership, this *9th* day of March, 1998.

GENERAL PARTNER:

VISION FAMILY MANAGEMENT, INC.

By: *Eugene H. Beckstein*
Eugene H. Beckstein, President

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STATE OF FLORIDA

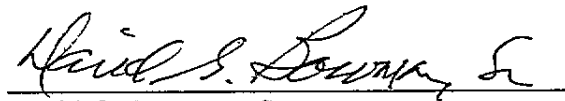
VISION FAMILY TRUST, LTD.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, **VISION FAMILY MANAGEMENT, INC.**, a Florida corporation, having been named as Registered Agent for the above Limited Partnership at the office designated in the foregoing Certificate of Limited Partnership, hereby accepts the appointment as and agrees to perform the duties and responsibilities of and agrees to act as Registered Agent for **VISION FAMILY TRUST, LTD.**

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 9th day of March, 1998.

REGISTERED AGENT:


David G. Bowman, Sr.

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NOTARY PUBLIC
FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned, the sole General Partner of **VISION FAMILY TRUST, LTD.**, a Florida limited partnership, hereby certifies:

1. The amount of capital contributions to date of the limited partners is \$5,940,000.
2. The total additional amount anticipated to be contributed by the limited partners at this time totals \$-0-.

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 and correct.

IN WITNESS WHEREOF, the undersigned, has executed this Affidavit this 9th day of March, 1998.

GENERAL PARTNER:

VISION FAMILY MANAGEMENT, INC.

By: Eugene H. Beckstein
Eugene H. Beckstein, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA