



THE UNITED STATES  
CORPORATION  
COMPANY

# A98000000982

ACCOUNT NO. : 072100000032

REFERENCE : 790767 81081A

AUTHORIZATION :

COST LIMIT : \$ 87.50

*Patricia Pizant*

ORDER DATE : April 22, 1998

ORDER TIME : 9:58 AM

ORDER NO. : 790767-005

CUSTOMER NO: 81081A

CUSTOMER: Karen Alexander, Esq.  
ALEXANDER DAMBRA & DUHL, P.A.

Suite 201  
5737 Okeechobee Boulevard  
West Palm Beach, FL 33417

DOMESTIC FILING

NAME: STOCKYARD PROPERTIES I, LTD.

EFFECTIVE DATE:

       ARTICLES OF INCORPORATION  
XX        CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

*RM*  
*4/22/98*

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**CERTIFICATE  
OF  
LIMITED PARTNERSHIP OF STOCKYARD PROPERTIES I, LTD.**

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The undersigned general partner hereby makes, acknowledges, and files this Certificate of Limited Partnership for Stockyard Properties I, Ltd. (the "Partnership"). This Certificate of Limited Partnership shall be effective immediately in compliance with Section 620.108(2), Florida Statutes. This Certificate of Limited Partnership was duly executed and is being filed in accordance with Section 620.108, Florida Statutes.

1. The name of the Partnership is STOCKYARD PROPERTIES I, LTD.
2. The principal place of business of the Partnership at which the Partnership will maintain its office and where the records required by Section 620.106, Florida Statutes will be maintained is:

5821-C Lake Worth Road  
Greenacres, Florida 33463

This is also the Partnership's mailing address.

3. The registered agent of the Partnership for service of process, which registered agent is an individual resident of this State is:

Matthew C. Hart  
Noble Management Company  
5821-C Lake Worth Road  
Greenacres, Florida 33463

4. The name and business address of each general partner is as follows:

pg 200013479

Noble Management Company  
5821-C Lake Worth Road  
Greenacres, Florida 33463

5. The Limited Partners have contributed the property listed on Schedule "A" to the capital of the Partnership.

6. The Partnership and the limitation of liability of the Limited Partners shall commence upon the filing of the original Certificate and continue until December 31, 2048, unless sooner terminated in accordance with the Agreement of Limited Partnership.

7. The Limited Partners have no responsibility or liability for additional contributions to the capital of the Partnership, but may in certain instances, upon the direction of the General Partner, contribute additional capital for certain operating deficits only or loan funds to the Partnership.

8. The contribution of each Partner is to be returned upon termination of the Partnership or in accordance with the Agreement of Limited Partnership.

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9. Net profits and losses of the Partnership for any year shall be allocated to the Partners in accordance with the Agreement of Limited Partnership.

10. A Limited Partner can substitute an assignee as a Limited Partner in his place only in accordance with the Agreement of Limited Partnership.

11. No right is given to any Partner to admit additional Limited Partners except with the consent of the General Partners and in accordance with the Agreement of Limited Partnership.

12. The Limited Partners have a priority upon dissolution of the Partnership, liquidation of Partnership assets and application of any resultant funds in accordance with the Agreement of Limited Partnership.

13. In the event of the withdrawal, dissolution, assignment for the benefit of creditors, adjudication of bankruptcy, or insolvency, retirement, or insanity of the last remaining General Partner, the Partnership shall dissolve, and wind up its affairs pursuant to the terms and conditions of the Agreement of Limited Partnership.

14. No right is given the Limited Partner to demand or receive property other than cash in return for his or her contribution.

15. The Limited Partners have the right to elect or replace the general partner upon a majority vote of the limited partnership interests. The initial General Partner of the Partnership is Noble Management Company.

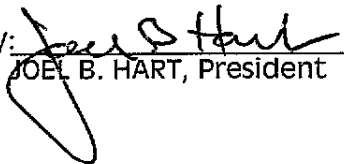
16. A General Partner may transfer or assign his General Partnership Interest only upon written approval of all other General Partners and of a majority of the Limited Partnership Interests.

17. The latest date upon which the Partnership is to dissolve is December 31, 2048.

**IN WITNESS WHEREOF**, the General Partner has hereunto set his hand and seal as of April 21, 1998.

STOCKYARD PROPERTIES I, LTD.

By: Noble Management Company,  
a Florida corporation, its  
General Partner

By:   
JOEL B. HART, President

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 21st day of April, 1998, by JOEL B. HART, as President of Noble Management Company the General Partner of Stockyard Properties I, Ltd., who is personally known to me or who has produced \_\_\_\_\_ as identification.



(Notary Seal)

*Catherine M. Oregero*  
Notary Public, State of Florida  
My Commission Expires:  
*Catherine M. Oregero*

\_\_\_\_\_  
Print Name of Notary Public

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**SCHEDULE "A"**

**INITIAL CONTRIBUTIONS TO CAPITAL OF THE PARTNERSHIP**

| <b><u>GENERAL PARTNER:</u></b>                                                  | <b><u>NO. OF UNITS</u></b> | <b><u>AGREED VALUE<br/>OF CONTRIBUTION</u></b> |
|---------------------------------------------------------------------------------|----------------------------|------------------------------------------------|
| Noble Management Company<br>5821-C Lake Worth Road<br>Greenacres, Florida 33463 | 1%                         | \$1.00                                         |
| Limited Partners:                                                               | 99%                        | \$99.00                                        |

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CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.061 and Section 620.192, Florida Statutes, the following is submitted:

1. That STOCKYARD PROPERTIES I, LTD., is a Florida limited partnership, desiring to comply with the provisions of Section 48.061 and 620.192, Florida Statutes and shall maintain its initial registered offices at:

5821-C Lake Worth Road  
Greenacres, Florida 33463

and has named

Matthew C. Hart  
Noble Management Company  
5821-C Lake Worth Road  
Greenacres, Florida 33463

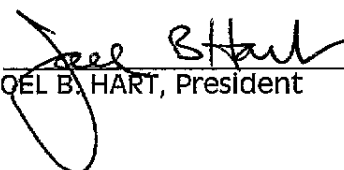
as its registered agent to accept service of process for the limited partnership within the State of Florida.

Dated as of the 21st day of April, 1998.

STOCKYARD PROPERTIES I, LTD.

By: Noble Management Company, a  
Florida corporation, its General  
Partner

BY:

  
JOEL B. HART, President

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**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated limited partnership, at the place designated in this Certificate, I hereby accept the responsibility to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative to said office and further accept the duties and obligations of Section 620.192, Florida Statutes.

Dated as of the 21st day of April, 1998.

BY:

  
MATTHEW C. HART  
Registered Agent

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**AFFIDAVIT**

STATE OF FLORIDA  
COUNTY OF PALM BEACH

**BEFORE ME**, the undersigned authority duly authorized to take oaths, personally appeared JOEL B. HART, President of Noble Management Company, the General Partner of Stockyard Properties I, Ltd., a Florida Limited Partnership (hereinafter known as "Affiant"), who, being by me first duly sworn on oath states that:

1. Affiant is the President of Noble Management Company which is the General Partner of Stockyard Properties I, Ltd.
2. This Affidavit is made for purposes of compliance with Section 620.108, Florida Statutes.
3. The amount of capital contributions of the Limited Partners to Stockyard Properties I, Ltd., a Florida Limited Partnership, is the total sum of One Hundred Dollars (\$100.00) and no additional amounts are anticipated to be contributed by the Limited Partners.
4. FURTHER AFFIANT SAYETH NAUGHT.

STOCKYARD PROPERTIES I, LTD.

By: Noble Management Company, a  
Florida corporation, its General  
Partner

BY: Joel B. Hart

JOEL B. HART, President

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 21st day of April, 1998, by JOEL B. HART, President of Noble Management Company, the General Partner of Stockyard Properties I, Ltd., who is personally known to me or who has produced as identification.

(Notary Seal)



HART-STOCKYARD.CLP

Catherine M. Oregero  
Notary Public, State of Florida  
My Commission Expires:  
Catherine M. Oregero

Print Name of Notary Public

