



THE UNITED STATES
CORPORATION
COMPANY

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DEPARTMENT NO STATE 072100000032

DIVISION OF CORPORATIONS

FILE REFERENCE 793104

6258A

AUTHORIZATION :

Patricia Bryant

COST LIMIT : \$ 1785.00

ORDER DATE : April 23, 1998

ORDER TIME : 1:28 PM

ORDER NO. : 793104-005

CUSTOMER NO: 6258A

CUSTOMER: William L. Owens, Esq
BOND SCHOENECK & KING, P.A.

Suite 107
1167 Third Street South
Naples, FL 34102-7098

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DOMESTIC FILING

NAME: CHESTERFIELD INVESTORS, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	4/23/98	CERTIFIED COPY
Availability	XX	PLAIN STAMPED COPY
Document		CERTIFICATE OF GOOD STANDING
Examiner	CONTACT	PERSON: Cassandra Bryant
Updater	DCC	EXAMINER'S INITIALS: _____
Updater	DCC	
Verifier	DCC	
Acknowledgement	DCC	
W. P. Verifier	DCC	

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DIVISION OF CORPORATIONS

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
CHESTERFIELD INVESTORS, LTD.
A Florida Limited Partnership

The undersigned General Partners, who desire to form a Limited 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. *NAME OF LIMITED PARTNERSHIP.* The name of the Limited Partnership is:

Chesterfield Investors, Ltd.

2. *OFFICE FOR MAINTENANCE OF BUSINESS RECORDS.* The address of the office at which the records of the Limited Partnership will be kept, as required by Florida Statutes § 620.106, is:

Chesterfield Investors, Ltd.
821 Wyndemere Way
Naples, Florida 34105

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3. *AGENT FOR SERVICE OF PROCESS.* The name and address of the Limited Partnership's agent for service of process in Florida is:

William M. Burke, Esq.
Bond, Schoeneck & King, P.A.
1167 Third Street South, Suite 107
Naples, Florida 34102

4. *GENERAL PARTNERS.* The name and business addresses of the General Partners in the Limited Partnership are:

Raymond F. Pieper, as Trustee of the Raymond F. Pieper Revocable Trust dated August 31, 1982
821 Wyndemere Way
Naples, Florida 34105

Betty M. Pieper, as Trustee of the Betty M. Pieper Revocable
Trust dated October 22, 1986
821 Wyndemere Way
Naples, Florida 34105

5. **MAILING ADDRESS OF LIMITED PARTNERSHIP.** The mailing address of the Limited Partnership is:

Chesterfield Investors, Ltd.
821 Wyndemere Way
Naples, Florida 34105

6. **DATE OF DISSOLUTION.** The latest date upon which the Limited Partnership shall dissolve is March 31, 2048.

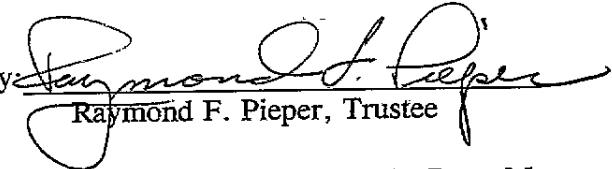
7. **EFFECTIVE DATE.** This Certificate will become effective and the Limited Partnership will be formed on the date this Certificate of Limited Partnership is filed with the Florida Secretary of State.

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.

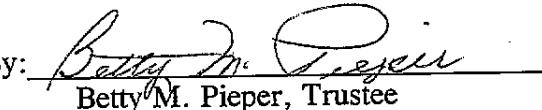
IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of CHESTERFIELD INVESTORS, LTD., this 20th day of April, 1998.

CHESTERFIELD INVESTORS, LTD.

Raymond F. Pieper, as Trustee of the Raymond F. Pieper Revocable Trust dated August 31, 1981, *General Partner*

By: 
Raymond F. Pieper, Trustee

Betty M. Pieper, as Trustee of the Betty M. Pieper Revocable Trust dated October 22, 1986, *General Partner*

By: 
Betty M. Pieper, Trustee

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for CHESTERFIELD INVESTORS, LTD., a Florida Limited Partnership (the "Limited Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Limited Partnership, hereby agree to accept service of process for said Limited Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

Registered Agent:



William M. Burke, Esq.
Bond, Schoeneck & King, P.A.
1167 Third Street South, Suite 107
Naples, FL 34102

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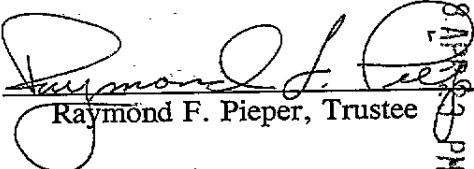
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, Raymond F. Pieper, as Trustee of the Raymond F. Pieper Revocable Trust dated August 31, 1982, who is a General Partner of CHESTERFIELD INVESTORS, LTD., declares that the capital contribution of the Limited Partners in the Limited Partnership are as follows:

1. The Limited Partners intend to make capital contributions in the amount of Five Hundred Forty-four Thousand Five Hundred Dollars (\$544,500).
2. It is not anticipated at this time that there will be future capital contributions made by the Limited Partners.

Dated: April 20, 1998

Raymond F. Pieper, as Trustee of the Raymond F. Pieper Revocable Trust dated August 31, 1981, *General Partner*

By: 
Raymond F. Pieper, Trustee

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STATE OF FLORIDA :
:
COLLIER COUNTY : ss.:

Before me personally appeared RAYMOND F. PIEPER [] who is personally known to me or [] who produced _____ as identification and who executed the foregoing instrument as Trustee of the Raymond F. Pieper Revocable Trust dated August 31, 1982, and who acknowledged to and before me that he executed said instrument as Trustee.

WITNESS my hand and official seal, this 20th day of April, 1998.


Notary Public

My Commission Expires:

