

A98000001465

LEWIS, VEGOSEN, ROSENBAUM, SILBER & DUNKEL, P.A.
ATTORNEYS AT LAW
500 SOUTH AUSTRALIAN AVENUE, 10th FLOOR
WEST PALM BEACH, FLORIDA 33401

ROBERT M. LEWIS (1932-1982)

CASS W. CHRISTENSON
GARY M. DUNKEL **
CYNTHIA J. JACKSON
JOHN B. LEVITT
MARSHALL J. OSOFSKY
DEAN J. ROSENBAUM *
JOHN R. SHEPPARD, JR.
LOUIS M. SILBER *
SAMUEL A. THOMAS
DEAN VEGOSEN
GARY WALK ***
BRENT G. WOLMER

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

June 3, 1998

MAILING ADDRESS:
P.O. BOX 4388
WEST PALM BEACH, FL 33402-4388

OF COUNSEL
EDWARD BOBICK

TELEPHONE (561) 659-3300
FAX: (561) 832-1991

* Board Certified Trial Lawyer
** Board Certified Business Litigation Lawyer
*** Board Certified Real Estate Lawyer

700002548427--3
-06/05/98--01027--001
***1837.50 ***1837.50

Re: St. Augustine Outlet World, Ltd.

Gentlemen:

Enclosed herewith for filing in connection with the captioned limited partnership are: Certificate of Limited Partnership, Affidavit of Capital Contributions, and Registered Agent Form. Also enclosed is a copy of the Certificate of Limited Partnership.

Also enclosed herewith is a check to the order of the Secretary of State in the amount of \$1,837.50 to cover the following fees:

Filing Fee	\$1,750.00
Certified copy of Certificate	52.50
Registered Agent Fee	35.00

Total: \$1,837.50

Kindly process the enclosures and return a certified copy of the Certificate of Limited Partnership at your earliest convenience.

Thank you for your attention to this matter.

Sincerely,

Dean Vegosen

DV:jha
Enclosures

cc: Lothar Estein

A98-1465

Name	CR 6-15
Availability	
Document	CR
Examiner	CR
Updater	CR
Updater	CR
Verifier	CR
Acknowledgment	CR
W. R. Verifier	CR



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 5, 1998

DEAN VEGOSEN
LEWIS, VEGOSEN, ROSENBACH, SILBER
500 SOUTH AUSTRALIAN AVE., 10TH FLOOR
WEST PALM BEACH, FL 33401

SUBJECT: ST. AUGUSTINE OUTLET WORLD, LTD.
Ref. Number: W98000012967

We have received your document for ST. AUGUSTINE OUTLET WORLD, LTD.
and your check(s) totaling \$1837.50. However, the enclosed document has not
been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

If you have any questions concerning the filing of your document, please call
(850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 098A00031932

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 15 AM 11:15

LEWIS, VEGOSEN, ROSENBACH, SILBER & DUNKEL, P.A.

ATTORNEYS AT LAW
500 SOUTH AUSTRALIAN AVENUE, 10th FLOOR
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TELEPHONE (561) 659-3300
FAX: (561) 832-1991

June 12, 1998

* Board Certified Trial Lawyer
** Board Certified Business Litigation Lawyer
*** Board Certified Real Estate Lawyer

Tammi Cline
Document Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: St. Augustine Outlet World, Ltd.
Ref. Number: W98000012967
Letter Number 098A00031932

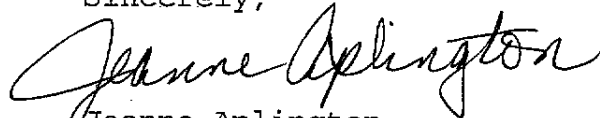
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 15 AM 11:15

Dear Ms. Cline:

I am returning the documents for the captioned Partnership. The acceptance of designation as registered agent has now been signed. Please process these documents as soon as possible and forward a certified copy of the Certificate of Limited Partnership to us at your earliest opportunity.

Thank you.

Sincerely,


Jeanne Aplington,
Secretary to Dean Vegosen

DV:jha
Enclosures

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DIVISION OF CORPORATIONS
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ST. AUGUSTINE OUTLET WORLD, LTD.**

This Certificate of Limited Partnership is prepared and recorded pursuant to Chapter 620, Florida Statutes, and the undersigned swears to the following:

1. The name of the Partnership is ST. AUGUSTINE OUTLET WORLD, LTD.
2. The character of the business to be conducted by the Partnership is to acquire, convey, mortgage, lease, develop, construct, repair, maintain, manage, operate, trade and deal with real and personal property in the State of Tennessee and such other activities in connection with Partnership business as the General Partner deems necessary or appropriate or such other purposes as may be permitted under applicable law.
3. The address of the office of the Partnership is c/o Estein & Associates USA, Ltd., 5211 International Drive, Orlando, Florida 32819.
4. The mailing address of the Partnership is c/o Estein & Associates USA, Ltd., 5211 International Drive, Orlando, Florida 32819.
5. The mailing address of the sole General Partner is:

Name

Address

WELP St. Augustine
Outlet, L.C.

c/o Dean Vegosen
500 S. Australian Avenue
West Palm Beach, FL 33401

- L98-490*
6. The term for which the Partnership is to exist shall commence on the date hereof and shall continue until the anniversary of such filing in the year 2028 unless earlier terminated by disposition of all of the interests in properties which the Partnership has acquired, or the dissolution or termination of the Partnership.
 7. The Agent for Services of process of the Partnership is Dean Vegosen, an individual and resident of the State of

Florida, whose address is 500 S. Australian Avenue, 10th Floor, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 28th day of May, 1998.

WELP ST. AUGUSTINE OUTLET, L.C.,
General Partner

By: 

Lothar Estein, Manager

STATE OF FLORIDA


COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared LOTHAR ESTEIN, as Manager of WELP St. Augustine Outlet, L.C., personally known to me to be the individual named in the foregoing instrument, and he acknowledged to and before me that he executed the same as such Manager of WELP St. Augustine Outlet, L.C., duly authorized, and affixed thereto the corporate seal, for the purposes therein expressed.

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



DENISE O. PURINTON
My Comm Exp. 11/14/2000
Bonded By Service Ins.
No. CC601604
☒ Personally Known ☐ Other I.D.


Printed Name: DENISE O. PURINTON
Notary Public
Commission No. CC 601604

My commission expires: 11/14/2000

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 15 AM 11:15

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Before me, a Notary Public authorized to take acknowledgements in the State and County aforesaid, appeared LOTHAR ESTEIN, the Manager of WELP St. Augustine Outlet, L.C., the sole General Partner of St. Augustine Outlet World, Ltd., a Florida limited partnership ("the Partnership"), who, upon being duly sworn, certified and stated as follows:

1. The amounts of capital contributions made by the Limited Partners are as follows:

See Schedule I attached hereto and made a part hereof.

Total capital contributions by Limited Partners: \$10.00

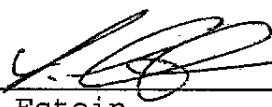
2. The maximum amount of additional capital contributions that will be anticipated to be contributed by the above-named Limited Partners in addition to the amount stated above is: \$0.00.

3. It is anticipated that there may be additional Limited Partners who will contribute up to a total of an additional \$17,999,990.00.

4. The amount of initial capital being contributed by the General Partner is \$3,000,000.00.

5. Under penalties of perjury, the undersigned acknowledges that he has read the foregoing and that the facts alleged are true to the best of his knowledge and belief.

IN WITNESS WHEREOF, the undersigned has executed this Affidavit the 28th day of May, 1998.




Lothar Estein

Sworn to and subscribed before me this 28 day of MAY, 1998 by Lothar Estein, who is personally known to me or who produced as identification a Florida driver's license.



DENISE O. PURINTON
My Comm Exp. 11/14/2000
Bonded By Service Ins
No. CC601604
☒ Personally Known ☐ Other ID



Notary Public, State of Florida

ST. AUGUSTINE OUTLET WORLD, LTD.

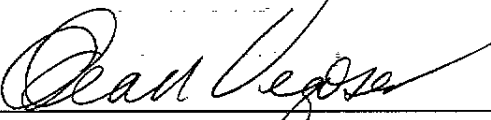
SCHEDULE I

<u>Limited Partner</u>	<u>Contribution</u>
WELP St. Augustine Outlet, L.C.	\$ 10.00
TOTAL:	<u>\$10.00</u>

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for ST. AUGUSTINE OUTLET WORLD, 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 the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.


DEAN VEGOSEN

DATE: 6/10/98, 1998

3401.33C\REG-AGNT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 15 AM 11:15