

CAPITAL CONNECTION INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8052 • Fax (850) 222-2222

Blades - St. Andrews
Associates, LTD

(12)

[Handwritten signature]

Signature

Requested by:

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

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-06/24/98--01030--016
****175.00 ****175.00

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-06/24/98--01030--017
*****17.50 *****17.50

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DIVISION OF CORPORATIONS
98 JUN 24 AM 11:03

Art of Inc. File _____
☒ LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
☒ Cert. Copy (x2) _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
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UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

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98 JUN 24 AM 12:58
DIVISION OF CORPORATIONS

**CERTIFICATE OF CONVERSION
FROM GENERAL PARTNERSHIP TO LIMITED PARTNERSHIP**

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DIVISION OF CORPORATIONS
98 JUN 24 AM 11:03

The undersigned, desiring to convert from a General Partnership to a Limited Partnership in accordance with Section 620.8902 of the Florida Statutes, do hereby certify as follows:

1. The former name of the Partnership was GLADES - ST. ANDREWS ASSOCIATES, a Florida General Partnership (hereinafter the "former partnership").

2. The general partners of the former Partnership and their respective percentage interests were as follows:

Robert P. Natapow	62.5%
Stephen D. Natapow	37.5%

3. The conversion from the former Partnership to a Limited Partnership pursuant to the provisions of Sections 620.101 through 620.192 of the Florida Statutes was voted upon and unanimously approved by the aforementioned general partners of the former Partnership.

4. The name of the limited partnership shall be GLADES - ST. ANDREWS ASSOCIATES, LTD., a Florida Limited Partnership (hereinafter the "Limited Partnership").

5. The name of the General Partner and its percentage of interest in the Limited Partnership is:

Glades - St. Andrews Management, Inc.	1%
---------------------------------------	----

6. The name of the Limited Partners and their percentage of interest in the Limited Partnership are:

Robert P. Natapow	62%
Stephen D. Natapow	37%


7. The conversion shall take effect upon the filing of a certificate of limited partnership in accordance with Section 620.8902 and Section 620.108 of the Florida Statutes.

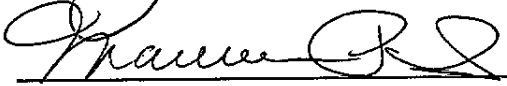
8. It is acknowledged that the general partners of the former partnership will become limited partners of the Limited Partnership as a result of when the conversion takes effect. It is further acknowledged that if a party to a transaction with the Limited Partnership reasonably believes when entering the transaction that the limited partner is a general partner, the limited partner shall be liable for any obligations incurred by the limited partnership within ninety (90) days after the conversion takes effect.


9. The limited partner's liability for all other obligations of the Limited Partnership incurred after the conversion takes effect shall be that of a limited partner as provided in the Florida Revised Uniform Limited Partnership Act, as amended.

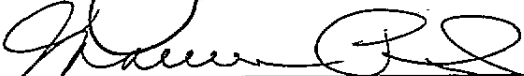
IN WITNESS WHEREOF, the parties hereto have executed this Certificate of Conversion of General Partnership to Limited Partnership this 19th day of May, 1998.

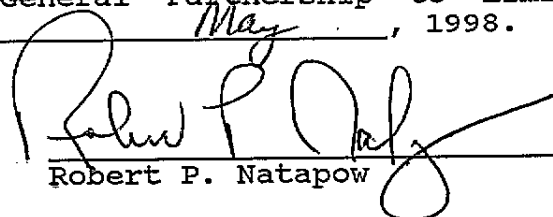
WITNESSES:











Robert P. Natapow



Stephen D. Natapow

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98 JUN 24 AM 11:03

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
GLADES - ST. ANDREWS ASSOCIATES, LTD.

The undersigned desiring to form a Limited Partnership pursuant to Chapter 620 of the Florida Statutes, and being duly sworn under oath, do depose and certify as follows:

1. The name of the Partnership is GLADES - ST. ANDREWS ASSOCIATES, LTD.

2. The mailing and principal address of the Partnership is 2499 Glades Road, Boca Raton , Palm Beach County, Florida, 33431.

3. The name and address of the agent of the Partnership for service of process is MARK L. KRALL, 616 E. Atlantic Avenue, Delray Beach, Florida, 32483.

4. The name and address of the General Partner and its percentage of interest in the Partnership is:

Glades - St. Andrews Management, Inc. *pay 0000046862*
2499 Glades Road
Boca Raton, FL 33431 1%

5. The names and addresses of the Limited Partners and their percentage of interest in the Partnership are:

Robert P. Natapow 62%
2499 Glades Road
Boca Raton, FL 33431

Stephen D. Natapow 37%
2499 Glades Road
Boca Raton, FL 33431

6. The Partnership shall be formed at the time of the filing of the Certificate of Limited Partnership with the Secretary of State, and the Partnership shall be dissolved no later than December 31, 2036.

7. The Partnership is the result of a conversion from a general partnership to a limited partnership. Attached hereto as Exhibit "A" and incorporated herein is the Certificate of Conversion from General Partnership to Limited Partnership.

8. Attached hereto is an affidavit declaring the amount of capital contributions of the Limited Partners and the amount anticipated to be contributed by the Limited Partners.

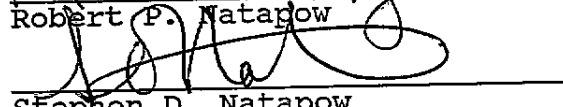
GENERAL PARTNER:

GLADES - ST. ANDREWS
MANAGEMENT, INC., a Florida
corporation

By: 

LIMITED PARTNERS:


Robert P. Natapow


Stephen D. Natapow

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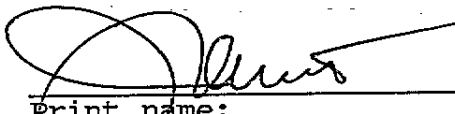
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STATE OF ~~FLORIDA~~ NEW YORK

COUNTY OF ~~PALM BEACH~~ MONROE

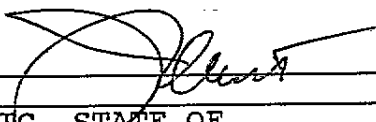
The foregoing instrument was acknowledged before me this 19th day of May, 1998, by Robert P. Natapow, President, of GLADES - ST. ANDREWS MANAGEMNET, INC. to me known to be the person~~s~~ described in the foregoing instrument ~~or who have produced~~ as identification, who ~~did (did not)~~ take an oath, who executed the foregoing instrument, and they acknowledged before me that they executed said instrument as their true act and deed freely and voluntarily under authority duly vested in them by said corporation and for the purposes therein expressed.

JOHN MESITI
Notary Public, State of New York
No. 01ME5030885
Qualified in Monroe County
Commission Expires July 25, 1998


Print name: _____
NOTARY PUBLIC, STATE OF ~~FLORIDA~~ NEW YORK
Serial No.: _____
My commission expires: _____

STATE OF NEW YORK
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 19th day of May, 1998, by ROBERT P. NATAPOW, who is personally known to me ~~or who has produced a Florida driver's license as identification and who did take an oath.~~

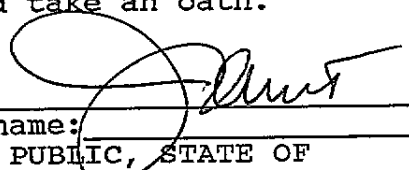

Print name: _____
NOTARY PUBLIC, STATE OF _____
Serial No.: _____
My commission expires: _____

JOHN MESITI
Notary Public, State of New York
No. 01ME5030885
Qualified in Monroe County
Commission Expires July 25, 1998

FILED STATE
SECRETARY OF CORPORATIONS
98 JUN 24 AM 11:03

STATE OF NEW YORK
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 19th day
of May, 1998, by STEPHEN D. NATAPOW, who is
personally known to me or who has produced a Florida driver's
license as identification and who did take an oath.



Print name: _____
NOTARY PUBLIC, STATE OF _____
Serial No.: _____
My commission expires: _____

JOHN MESITI
Notary Public, State of New York
No. 01ME5030885
Qualified in Monroe County 98
Commission Expires July 25, 1998

(EXHIBIT "A")
FILED
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DIVISION OF CORPORATIONS
98 JUN 24 AM 11 03

**CERTIFICATE OF CONVERSION
FROM GENERAL PARTNERSHIP TO LIMITED PARTNERSHIP**

The undersigned, desiring to convert from a General Partnership to a Limited Partnership in accordance with Section 620.8902 of the Florida Statutes, do hereby certify as follows:

1. The former name of the Partnership was GLADES - ST. ANDREWS ASSOCIATES, a Florida General Partnership (hereinafter the "former partnership").

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Robert P. Natapow	62.5%
Stephen D. Natapow	37.5%

3. The conversion from the former Partnership to a Limited Partnership pursuant to the provisions of Sections 620.101 through 620.192 of the Florida Statutes was voted upon and unanimously approved by the aforementioned general partners of the former Partnership.

4. The name of the limited partnership shall be GLADES - ST. ANDREWS ASSOCIATES, LTD., a Florida Limited Partnership (hereinafter the "Limited Partnership").

5. The name of the General Partner and its percentage of interest in the Limited Partnership is:

Glades - St. Andrews Management, Inc.	1%
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6. The name of the Limited Partners and their percentage of interest in the Limited Partnership are:

Robert P. Natapow	62%
Stephen D. Natapow	37%


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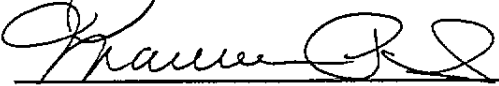
8. It is acknowledged that the general partners of the former partnership will become limited partners of the Limited Partnership as a result of when the conversion takes effect. It is further acknowledged that if a party to a transaction with the Limited Partnership reasonably believes when entering the transaction that the limited partner is a general partner, the limited partner shall be liable for any obligations incurred by the limited partnership within ninety (90) days after the conversion takes effect.


9. The limited partner's liability for all other obligations of the Limited Partnership incurred after the conversion takes effect shall be that of a limited partner as provided in the Florida Revised Uniform Limited Partnership Act, as amended.


IN WITNESS WHEREOF, the parties hereto have executed this Certificate of Conversion of General Partnership to Limited Partnership this 19th day of May, 1998.

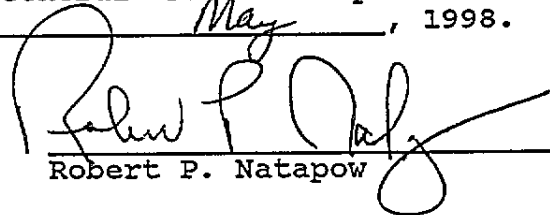
WITNESSES:











Robert P. Natapow



Stephen D. Natapow

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98 JUN 24 AM 11:03

A F F I D A V I T

STATE OF ~~FLORIDA~~ NEW YORK
COUNTY OF ~~PALM BEACH~~ MONROE

The undersigned, ROBERT P. NATAPOW, being duly sworn, deposed and says:

1. He is the President of GLADES - ST. ANDREWS MANAGEMENT, INC., a Florida corporation, the General Partner of GLADES - ST. ANDREWS ASSOCIATES, LTD., the same being formed as a Florida Limited Partnership being filed with Secretary of State, State of Florida.

2. The amount of capital contributions of the Limited Partners and the amount anticipated to be contributed by the Limited Partners is:

<u>Contributed Amount</u>	<u>Anticipated Contributed Amount</u>
\$1,000.00	-0-

3. The anticipated contributed amount is merely an estimate, but is subject to future uncertainties.

Dated this 19th day of May, 1998.

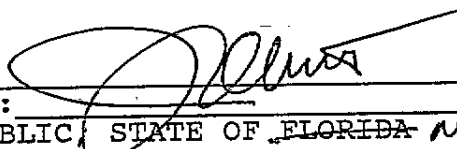
GLADES - ST. ANDREWS
MANAGEMENT, INC., a
Florida corporation

By: [Signature]
Robert P. Natapow,
President

SUBSCRIBED, SWORN TO AND ACKNOWLEDGED before me this 19th

day of May, 1998, by ROBERT P. NATAPOW, the
President of GLADES - ST. ANDREWS MANAGEMENT, INC., a Florida

corporation, to me known to be the persons~~x~~ described in the
foregoing instrument ~~or who have produced~~ as
~~identification, who did (did not)~~ take an oath, who executed the
foregoing instrument, and they acknowledged before me that the
executed said instrument as their true act of deed freely and
voluntarily under authority duly vested in the by said corporation
and for the purposes therein expressed.


Printname: _____
NOTARY PUBLIC, STATE OF FLORIDA NEW YORK
SerialNo.: _____
My commission expires: _____

JOHN MESITI
Notary Public, State of New York
No. 01ME5030885
Qualified in Monroe County
Commission Expires July 25, 1998

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In accordance with Florida Statutes, the following is submitted:

THAT GLADES - ST. ANDREWS ASSOCIATES, LTD., a Florida Limited Partnership, with its principal office at 2499 Glades Road, Boca Raton, Florida, 33431, has named MARK L. KRALL, whose address is , 616 E. Atlantic Avenue, Delray Beach, Florida, 33483, as its agent to accept service of process within this State.

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 to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

dated this 23rd day of May, 1998.


Mark L. Krall

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