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LAW OFFICES OF  
Mary E. Van Winkle, P.A.  
3844 BEE RIDGE ROAD  
SUITE 202  
SARASOTA, FL 34233

TEL. 941-923-1685  
FAX. 941-923-0174

June 18, 1998

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32301

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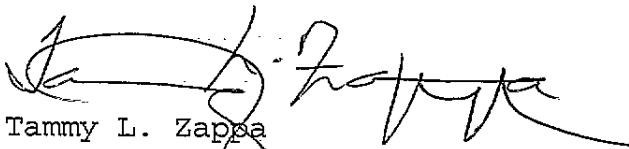
RE: Northwind Nanuet 98, Ltd. a Florida Limited Partnership

Dear Sir or Madam:

Enclosed please find the a Certificate of Limited Partnership pertaining to the above limited partnership along with a check in the amount of \$87.50. After the Limited Partnership has been filed, please forward a conformed copy to our office in the enclosed envelope.

If you should have any questions, please do not hesitate to contact me.

Sincerely,

  
Tammy L. Zappa  
Legal Secretary

Name	7/19/98
Availability	dec
Document Examiner	/t1z
Updater	encl
Verifier	
Acknowledgement	DOC
W. P. Verifier	DOC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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3844 BEE RIDGE ROAD  
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TEL. 941-923-1685  
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July 13, 1998

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32301

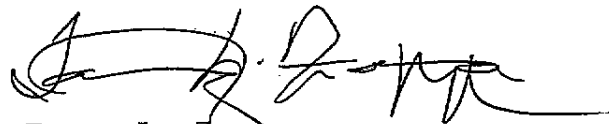
RE: Northwind Nanuet 98, Ltd. a Florida Limited Partnership

Dear Sir or Madam:

Enclosed please find a Certificate of Limited Partnership pertaining to the above limited partnership with the corrections made for filing with an effective date as of July 20, 1998. Your office has retained our check for \$87.50 for filing. After the Limited Partnership has been filed, please forward a conformed copy to our office in the enclosed envelope.

If you should have any questions, please do not hesitate to contact me.

Sincerely,



Tammy L. Zappa  
Legal Secretary

/tlz  
encl



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 9, 1998

TAMMY L. ZAPPA  
C/O MARY E. VAN WINKLE, P.A.  
3844 BEE RIDGE ROAD, SUITE 202  
SARASOTA, FL 34233

SUBJECT: NORTHWIND NANUET 98, LTD.  
Ref. Number: W98000015573

We have received your document for NORTHWIND NANUET 98, LTD. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective day must be specific and cannot be prior to the date of filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 198A00036662

**CERTIFICATE OF LIMITED PARTNERSHIP**  
**and AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

STATE OF FLORIDA  
COUNTY OF PINELLAS

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

- (1) The name of the partnership is NORTHWIND NANUET 98, LTD.
- (2) The purpose of the limited partnership generally stated, is any lawful purpose, including but not limited to holding investments in businesses, and real and personal property and acquiring, developing, holding, managing, operating and selling real estate and businesses for profit within and without the State of Florida.
- (3) The principal place of business of the limited partnership is at 331 Windward Island, Clearwater, FL 33767, and the mailing address is the same.

- (4) The name and address of each general partner in the limited partnership are as follows:

<u>NAME</u>	<u>PLACE OF RESIDENCE</u>
GARY HATTENBURG	331 Windward Island Clearwater, FL 33767

- (5) The name and place of residence of each limited partner in the limited partnership are as follows:

PATRICIA HATTENBURG	331 Windward Island Clearwater, FL 33767
JASON C. HATTENBURG	331 Windward Island Clearwater, FL 33767
ADAM J. HATTENBURG	331 Windward Island Clearwater, FL 33767

- (6) The term for which the limited partnership is to exist is from July 20, 1998, to the close of business on July 19, 2033, and thereafter from year to year.

- (7) The amount of cash and the description and agreed value of the other property contributed to the limited partnership by each partner, general and limited, are as follows:

<u>GENERAL PARTNER</u>	<u>CASH</u>	<u>PROPERTY</u>
<u>VALUE</u>		
GARY HATTENBURG	\$ 10.00	N/A

<u>LIMITED PARTNER</u>	<u>CASH</u>	<u>PROPERTY</u>
<u>VALUE</u>		
PATRICIA HATTENBURG	\$ 500.00	None
JASON C. HATTENBURG	\$ 200.00	None
ADAM J. HATTENBURG	\$ 200.00	None
GARY HATTENBURG	\$ 90.00	None

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TALLAHASSEE, FLORIDA

No additional amounts are anticipated to be contributed.

(8) The contribution of each general and limited partner is to be returned to each partner in the sole discretion of the general partner, or upon dissolution of the partnership. There is no guarantee when the capital contribution will be returned.

(9) The shares of the profits or other income shall be allocated to each partner as follows: General partner shall be allocated 25% and each limited partner shall be allocated his/her pro-rata share of total capital contributed from the balance.

(10) Upon dissolution, bankruptcy or insolvency of the general partner 50% of the limited partners shall have the right to elect a substitute general partner.

(11) Upon death, disability, bankruptcy or insolvency of any limited partner, assignee may not vote or share in distributions without the consent of the General Partner who shall have the right but not the duty to approve said assignee as a substitute limited partner.

(12) The General Partner may dissolve the partnership in its sole discretion. The Partnership may be dissolved upon the written consent or affirmative vote of Limited Partners owning more than 80% of the then outstanding Partnership interests.

(13) The name of the agent for service of process required pursuant to F.S. §620.105 is Gary Hattenburg, and the address of said agent for service of process is 331 Windward Island, Clearwater, FL 33767.

(14) The general partner has the sole discretion over distributions. No limited partner or assignee may force distributions.

(15) A Limited Partner interest may be transferred only to another partner or to the personal representative or heir of a Limited Partner. No consent of the General Partner is necessary. However, the transferee shall become a substituted limited Partner in the Partnership only upon the consent of the General Partner and the execution of an amended certificate of limited partnership. An assignee who does not become a substituted Limited Partner shall be entitled to receive the share of the profits or the return of capital to which his assignor would otherwise be entitled, but shall not be entitled to vote, to an accounting of partnership transactions, or to inspect the books and records of the Partnership.

(16) No limited partner may mortgage, pledge, encumber, or hypothecate any partnership assets.

(17) No Limited Partner has the right to demand or to receive property other than cash in return for his contribution.

Dated at Clearwater, Florida, this 29<sup>th</sup> day of June, 1998

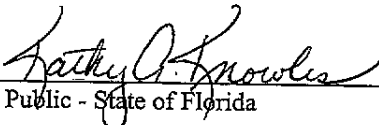
Patti Hattenburg  
witness Patti Hattenburg

Robert Dodd  
Robert Dodd

BY: Gary Hattenburg  
GARY HATTENBURG  
General Partner

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of June, 1998, by GARY HATTENBURG, who is personally known ☒ OR \_\_\_\_\_ who produced a driver's license as identification.

  
Notary Public - State of Florida


My Commission Expires:

KATHY A. KNOWLES  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMM. EXP. DECEMBER 18, 1999  
COMM. # CG 519096

ACCEPTANCE OF REGISTERED AGENT

GARY HATTENBURG, hereby accepts appointment as Registered Agent in the State of Florida for NORTHWIND NANUET 98, LTD., and further consents that 331 Windward Island, Clearwater, FL 33767 shall be listed with the Secretary of State of Florida as the registered office of the Limited Partnership.

Dated this 29<sup>th</sup> day of June, 1998

  
GARY HATTENBURG

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA