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ACCOUNT NO. : 072100000032

REFERENCE : 893531 139709A

AUTHORIZATION :

COST LIMIT : \$ 1137.50

ORDER DATE : July 16, 1998

ORDER TIME : 10:47 AM

ORDER NO. : 893531-005

CUSTOMER NO: 139709A

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-07/17/98--01071--009
***1137.50 ***1137.50

CUSTOMER: Richard R. Blakeman, Esq
GERSEN, WOOD & BLAKEMAN LLP

Suite 801, The Center
5355 Town Centre Road
Boca Raton, FL 33486

DOMESTIC FILING

NAME: THE LONGWILL LIMITED
PARTNERSHIP

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

mpc
7/17/98

LP- 1085.00
CERT - 52.50

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUL 17 PM 2:10

RECEIVED
98 JUL 17 PM 1:18
DIVISION OF CORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

OF

**THE LONGWILL LIMITED PARTNERSHIP,
a Florida limited partnership**

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The undersigned, desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Section 620.108, Florida Statutes, hereby states the following:

1. The name of the Partnership is The Longwill Limited Partnership.
2. The street address of the Partnership at which the records of the Partnership shall be kept is: 6620 SW 92nd Street, Miami, FL 33156.
3. The name and street address of the agent for service of process on the Partnership is Richard R. Blakeman, Suite 801 5355 Town Center Road, Boca Raton, FL 33486.
4. The name and post office address of the general partner is Deborah Longwill 6620 SW 92nd Street, Miami, FL 33156
5. The mailing address of the Partnership is 6620 SW 92nd Street, Miami, FL 33156
6. The Partnership shall be dissolved and its affairs wound up on December 31, 2025 or at such earlier time as is required by law or the Limited Partnership Agreement.
7. The effective date of this Certificate of Limited Partnership shall be on filing.

IN WITNESS WHEREOF, the General Partner has executed this Certificate of Limited Partnership.



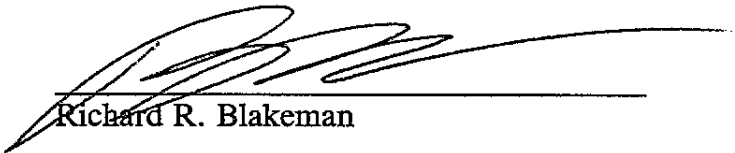
Deborah Longwill. {GENERAL PARTNER}

Date: 7/14/98

ACKNOWLEDGEMENT

Pursuant to Section 620.105, Florida Statutes, the following is submitted:

Having been named to accept service of process for The Longwill Limited Partnership, a Florida limited partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations as set forth pursuant to applicable law.



Richard R. Blakeman

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

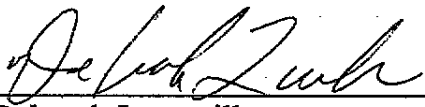
BEFORE ME, the undersigned personally appeared Deborah Longwill, General Partner, constituting the sole general partner of The Longwill Limited Partnership, a Florida limited partnership, (hereinafter referred to as the "Partnership"), who states as follows:

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- 1. The amount of capital contributions to the Partnership made by the limited partners as of the date of this Affidavit, is \$150,000.
- 2. The amount of additional capital contributions anticipated by the limited partners at this time total \$150,000.

FURTHER AFFIANT SAYETH NOT.

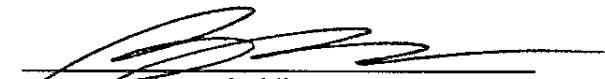
I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.



Deborah Longwill

Date: July 15, 1998

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15 day of July, 1998, by Deborah Longwill who is personally known to me.


Notary Public

 Richard R Blakeman
My Commission CC686832
Expires October 19, 2001