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ATTORNEYS AT LAW

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OF COUNSEL
*(BOARD CERTIFIED REAL ESTATE ATTORNEY)

June 29, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Florida Art Partnership, Ltd.

400002580924--1
-07/06/98--01120--007
*****157.50 *****157.50

400002580924--1
-07/21/98--01068--005
*****12.32 *****12.32

Dear Sir:

Enclosed you will find an original and one copy of Certificate of Limited Partnership for Florida Art Partnership, Ltd. and Affidavit of Capital Contributions. Please file these documents as provided by law and return the one certified copy to the undersigned.

In connection with the enclosed documents, enclosed you will find a check in the amount of \$157.50 representing the filing fee of \$70.00, \$35.00 for the registered agent designation, and \$52.50 for the certified copy.

Please return the certified copy to the undersigned and if you have any questions, please do not hesitate to contact me.

Very truly yours,

John A. Garner
John A. Garner

JAG/

Enclosures

A98-1746

Name	John A. Garner
Address	
City	
State	
Zip	
Telephone	
Fax	
Signature	John A. Garner
Verifying	
Acknowledgement	
W. P. Verifier	

PLEASE RESPOND TO: MARCO

606 BALD EAGLE DR., SUITE 500, P.O. BOX 1, MARCO ISLAND, FLORIDA 34146 (941) 394-5161 FAX (941) 642-6402

PELICAN BAY 801 LAUREL OAK DR., SUITE 710, NAPLES, FLORIDA 34108 (941) 566-3131 FAX (941) 566-3161



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 7, 1998

JOHN A. GARNER
WOODWARD, PIRES & LOMBARDO, P.A.
P.O. BOX 1
MARCO ISLAND, FL 34146

SUBJECT: FLORIDA ART PARTNERSHIP, LTD.
Ref. Number: W98000015395

FILED
98 JUL 12 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for FLORIDA ART PARTNERSHIP, LTD. and check(s) totaling \$157.50. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$12.32. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

LIMITED PARTNERSHIP CERTIFICATE/APPLICATION BASIC FEES

Filing fees \$52.50 minimum - \$1750 maximum
Registered Agent Designation \$35

The filing fee is based on the total amount contributed and anticipated to be contributed by the limited partners as shown in the affidavit at a rate of \$7 per \$1000. The filing fee for an Application to Register a Foreign Limited Partnership is based on the total amount contributed by the limited partners allocated for the purpose of transacting business in the State of Florida at a rate of \$7 per \$1000.

Certified Copy (15 pages or less, \$1 for each additional page after initial 15 pages)	\$52.50
Registered Agent/Office Change	\$35
Name Reservation (120 days nonrenewable)	\$35
Amendment (other than specified)	\$52.50
Affidavit Decreasing Contributions	\$52.50
Affidavit Increasing Contributions \$7 per \$1000 on increase only (\$52.50 minimum-\$1750 maximum)	
Certificate of Status or Fact	\$8.75
Cancellation	\$52.50
Resignation of Registered Agent	\$87.50
LP Annual Report	

\$7 per \$1000 of invested capital
(\$52.50 minimum - \$437.50 maximum)
plus Supplemental Fee of \$138.75
Reinstatement
(\$500 for each year or part thereof the
partnership was revoked plus the delinquent
annual report fees)
If you have any questions concerning the filing of your document, please call
(850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 398A00036285

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP OF

FLORIDA ART PARTNERSHIP, LTD.

a Florida limited partnership

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 620 of the Florida Statutes, does hereby state the following:

1. The name of the Partnership is:

FLORIDA ART PARTNERSHIP, LTD.

2. The address of the office of the Partnership is:

Suite 710
801 Laurel Oak Drive
Naples, Florida 34108

3. The name and address of the agent for service of process on the Partnership is as follows:

J. Christopher Lombardo
Suite 710
801 Laurel Oak Drive
Naples, Florida 34108

4. The name and business address of the general partner is as follows:

Historical Art Management, Inc.
Suite 710
801 Laurel Oak Drive
Naples, Florida 34108

5. The mailing address of the Partnership is:

c/o J. Christopher Lombardo, Esq.
Suite 710
801 Laurel Oak Drive
Naples, Florida 34108

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TALLAHASSEE, FLORIDA

247-70165

6. The latest date upon which the Partnership shall dissolve is December 31, 2047, unless the term of the Partnership is further extended by a Majority in Interest of the Partners as defined in the Limited Partnership Agreement.
7. The effective date of this Certificate of Limited Partnership shall be the effective date of the filing of the certificate of limited partnership with the Department 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 J. Christopher Lombardo, President of Historical Art Management, Inc., as general partner of FLORIDA ART PARTNERSHIP, LTD., a Florida limited partnership, this 15th day of ~~May~~, 1998.

WITNESSES:

Joseph A. Johnson
Karel J. Thurston
As to J. Christopher Lombardo

Historical Art Management, Inc.
By: *[Signature]*
J. Christopher Lombardo, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process for the FLORIDA ART PARTNERSHIP, LTD., at the place designated in the foregoing Certificate of Limited Partnership, 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 of Section 620.192 of the Florida Statutes.

Date: 6/15/98

By: *[Signature]*
J. Christopher Lombardo
Registered Agent

STATE OF FLORIDA }
COUNTY OF COLLIER }

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned Notary Public, personally appeared J. Christopher Lombardo, President of Historical Art Management, Inc., as general partner of FLORIDA ART PARTNERSHIP, LTD., a Florida limited partnership, hereinafter referred to as "Partnership," who, upon being duly sworn, certified as follows:

1. The amount of the actual capital contributions of the limited partners of the Partnership is \$11,760.00.
2. The amount of additional capital contributions of the limited partners of the Partnership anticipated is \$0.00.

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

WITNESSES:

Historical Art Management, Inc.

Joseph A. Bluman

By: *[Signature]*
J. Christopher Lombardo, President

Karel J. Thurston
As to J. Christopher Lombardo

The foregoing instrument was acknowledged before me, this 15th day of June, 1998, by J. Christopher Lombardo, President of Historical Art Management, Inc., as General Partner of FLORIDA ART PARTNERSHIP, LTD., a Florida limited partnership, who is personally known to me.



Karel J. Thurston
MY COMMISSION # CC731228 EXPIRES
April 6, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

Karel J. Thurston
Notary Public
Printed Name KAREL J THURSTON