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FLEMING, HAILE & SHAW, P.A.
ATTORNEYS
THREE GOLDEN BEAR PLAZA, SUITE 300
11780 U.S. HIGHWAY ONE
NORTH PALM BEACH, FLORIDA 33408

Telephone: (561) 627-8100
Facsimile: (561) 622-7603

August 21, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

200002623072--0
-08/24/98--01068--003
***1785.00 ***1785.00

Re: Certificate of Limited Partnership of Bing Development II, Ltd.

Dear Sir/Madam:

Enclosed is the original and one copy of the Certificate of Limited Partnership and the Affidavit of Capital Contributions for the above Limited Partnership, as well as a check in the amount of \$1,785.00 to cover the filing fee for same.

I appreciate your assistance in this matter.

Very truly yours,

FLEMING, HAILE & SHAW, P.A.

By:

Christy L Swendsen
Christy L. Swendsen,
Legal Assistant

Enclosures

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Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 AM 9:17

CERTIFICATE OF LIMITED PARTNERSHIP OF
BING DEVELOPMENT II, LTD.

THE UNDERSIGNED, desiring to form a limited partnership (the "Partnership") in accordance with the requirements of Section 620.108 of the Uniform Limited Partnership Act of 1986 (the "Act"), does hereby sign and swear to this Certificate of Limited Partnership and the annexed Affidavit Regarding Capital Contributions, as follows:

1. The name of the Partnership is Bing Development II, Ltd.
2. The address of the office where the records of the Partnership are maintained as required by Section 620.106 of the Act is 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408. The name and address of the registered agent of the Partnership upon whom process may be served is FHS Corporate Services, Inc., 11780 U. S. Highway One, Suite 300, North Palm Beach, Florida 33408.
3. The name of the Sole General Partner of the Partnership is Bing II Corp., and its business address is 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408. *897-93093*
4. The mailing address of the Partnership is 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408.
5. The latest date on which the Partnership is to be dissolved is December 31, 2017.

20th IN WITNESS WHEREOF, the undersigned has hereunto set his hand on the day of October, 1997.

BING II CORP., as Sole General Partner

By: *Wilhelm Bing*
Wilhelm Bing, President

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Limited Partnership. We are familiar with, and accept, the obligations of, Section 620 of the Florida Statutes.

FHS CORPORATE SERVICES, INC.
a Florida corporation

By: *Oren S. Tasini*
Oren S. Tasini, Secretary

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SECRETARY OF STATE
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AFFIDAVIT DECLARING CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Wilhelm Bing, known to me, who being first duly sworn, did depose and say as follows:

1. I am the President of Bing II Corp., the Sole General Partner named in the Certificate of Limited Partnership of Bing Development II, Ltd. (the "Partnership"). I have been duly authorized to and do make this Affidavit on behalf of the corporate General Partner of the Partnership pursuant to the requirements of Section 620.108 of the Uniform Limited Partnership Act of 1986.

2. The amount of capital contributions of the Limited Partners of the Partnership and the amount anticipated to be contributed by them is a total of One Million Two Hundred Thousand Dollars (\$ 1,200,000.00).

BING II CORP., as Sole General Partner

By: *Wilhelm Bing*
Wilhelm Bing,
Its: President

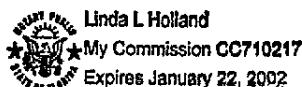
ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME personally appeared Wilhelm Bing: ☐ who produced the following identification _____; ☒ who is personally known to me; and who acknowledged before me that he is the President of Bing II Corp., the Sole General Partner of Bing Development II, Ltd., and that he executed the foregoing Affidavit as his free act and deed for the uses and purposes set forth therein.

WITNESS my hand and official seal, at Palm Beach, Florida, this 20th day of October, 1997.

SEAL:



Linda L. Holland
Notary Public

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