

A98000002118



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 958490 9725B

AUTHORIZATION :

COST LIMIT : \$ PPD

A980000002118

ORDER DATE : September 11, 1998

ORDER TIME : 11:01 AM

ORDER NO. : 958490-020

CUSTOMER NO: 9725B

CUSTOMER: Mark Price, Esq.
ROETZEL & ANDRESS

Trainon Centre, Third Floor
850 Park Shore Drive
Naples, FL 34103

100002637381--0
-09/11/98--01071--009
*****8.75 *****8.75

100002637381--0
-09/11/98--01071--010
***1802.50 ***1802.50

DOMESTIC FILING

NAME: WILLOW PROFESSIONAL PARK
LIMITED PARTNERSHIP

100002637381--0
-09/15/98--01012--006
*****35.00 *****35.00

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

FILED
RECEIVED
DIVISION OF STATE
CORPORATIONS
98 SEP 11 PM 12:19 98 SEP 14 PM 1:18
DIVISION OF CORPORATION

9/14/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 11, 1998

CASSANDRA BRYANT
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: WILLOW PROFESSIONAL PARK LIMITED PARTNERSHIP
Ref. Number: W98000020801

RESUBMIT
Please give original
submission date as file date.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 14 PM 1:18

We have received your document for WILLOW PROFESSIONAL PARK LIMITED PARTNERSHIP and your check(s) totaling \$1811.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$1,811.25 payment.

With \$800,000.00 in limited partner contributions, the filing fee for this limited partnership would be \$1,750.00. With the \$35.00 R.A. fee, the \$52.50 certified copy fee, and the \$8.75 CUS fee, the TOTAL AMOUNT REQUIRED would be \$1,846.25.

Please send a CHECK for an ADDITIONAL \$35.00 so you filing can be processed.

ALSO, PLEASE note that before this partnership can be filed, its corporate general partner -- WILLOW DEVELOPMENT, INC. -- must be incorporated.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 498A00046297

RECEIVED
98 SEP 14 AM 11:26
DIVISION OF CORPORATION

FILE 2ND

CERTIFICATE OF LIMITED PARTNERSHIP

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

1. **Name of Limited Partnership.** The name of the Limited Partnership is Willow Professional Park Limited Partnership.

2. **Office for Maintenance of Business Records.** The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes, is:

2400 Tamiami Trail North
Suite 101
Naples, Florida 34103.

3. **Agent for Service of Process.** The name and address of the Partnership's agent for service of process in Florida is:

George Vukobratovich
2400 Tamiami Trail North
Suite 101
Naples, Florida 34103.

4. **General partners.** The name and business address of the sole General Partner in the Limited Partnership is as follows:

WILLOW PARK DEVELOPMENT, INC.
a Florida corporation
2400 Tamiami Trail North
Suite 101
Naples, Florida 34103.

898000079162

5. **Address of Partnership.** The mailing address of the Limited Partnership is:

2400 Tamiami Trail North
Suite 101
Naples, Florida 34103.

6. **Date of Dissolution.** The latest date on which the Limited Partnership is to dissolve is December 31, 2025.

7. **Effective Date.** This certificate will become effective, and the Limited Partnership will be formed on the date of filing.

Dated: September 4, 1998, at Naples, Collier County, Florida.

GENERAL PARTNER

WILLOW PARK DEVELOPMENT, INC., a Florida corporation

By: 

George Vukobratovich, President
(Corporate Seal)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 14 PM 1:18

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

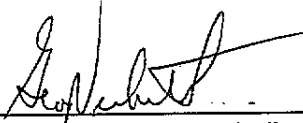
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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 SEP 14 PM 1:18

In compliance with the Florida Statutes, the following submitted:

That Willow Professional Park Limited Partnership, a Florida limited partnership, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Naples, State of Florida, has named George Vukobratovich, as its agent to accept service of process within Florida.

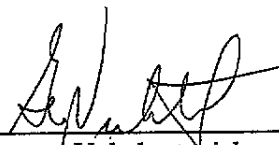
GENERAL PARTNER

WILLOW PARK DEVELOPMENT, INC. a Florida
corporation

By: 
George Vukobratovich, President

Date: September 4, 1998

Having been named to accept service of process for the above-stated 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.


George Vukobratovich

Date: September 4, 1998

AFFIDAVIT OF INITIAL CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
)ss:
COUNTY OF COLLIER)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 14 PM 1:18

The undersigned, which is the sole General Partner of Willow Professional Park Limited Partnership, a Florida limited partnership, declares that initial capital contributions of the Limited Partners in the Partnership have been made as follows:

1. The listed Limited Partners have made, or will make, as of September 15, 1998, initial capital contributions in the following amounts:

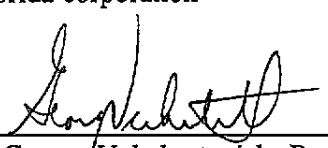
<u>Name of Limited Partner</u>	<u>Initial Contributions</u>
TomKat, Ltd., a South Dakota limited partnership	\$800,000.00

2. The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$800,000.00.

Dated: September 4, 1998, at Naples, Collier County, Florida.

GENERAL PARTNER:

WILLOW PARK DEVELOPMENT, INC.
a Florida corporation

By: 
George Vukobratovich, President

sole Sworn to and subscribed before me this 4th day of September, 1998, by George Vukobratovich, who is the President of WILLOW PARK DEVELOPMENT, INC., a Florida corporation, which is the Partner of Willow Professional Park Limited Partnership, a Florida limited partnership. Mr. George Vukobratovich is personally known to me.


Notary Public
My Commission Expires:
Name: _____

