



THE UNITED STATES
CORPORATION
COMPANY

A98000002132

ACCOUNT NO. : 072100000032

REFERENCE : 960399 7115279

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 14, 1998

ORDER TIME : 1:42 PM

ORDER NO. : 960399-005

CUSTOMER NO: 7115279

CUSTOMER: Robert Browning Jr., Esq
ROBERT W. BROWNING, JR., P.A.

Suite 888
1800 Second Street
Sarasota, FL 34236

DOMESTIC FILING

NAME: KLEINWALD FAMILY PARTNERSHIP,
LTD.

EFFECTIVE DATE:

500002638925--9

-09/14/98--01116--029

***1785.00 ***1785.00

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 15 PM 2:53

RECEIVED
98 SEP 14 PM 2:44
DIVISION OF CORPORATION

(6)

BK

[Signature]

9/15/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 15 PM 2:53

September 14, 1998

CASSANDRA BRYANT
CSC NETWORKS
TALLAHASSEE, FL

RESUBMIT

Please give original
submission date as of:

SUBJECT: KLEINWALD FAMILY PARTNERSHIP, LTD.
Ref. Number: W98000020942

We have received your document for KLEINWALD FAMILY PARTNERSHIP, LTD. and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$1,785.00 filing fee.

When a trust is the general partner of a limited partnership, you have two choices. Either you can register the name of the trust as a FICTITIOUS NAME, or you can avoid this requirement if you will simply identify the general partner in Item 3 as "ETHEL R. KLEINWALD, sole Trustee of ETHEL R. KLEINWALD MANAGEMENT TRUST, dated 9/11/98."

If you choose the second option, you will also have to change the name of the general partner in the signature field on the CERTIFICATE and on the AFFIDAVIT.

Please note that by choosing the second option -- the general partner is still the trust and not the individual. But this option allows us to list the individual trustee on our computer index.

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: 898A0004651

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98 SEP 15 AM 11:31
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP OF
KLEINWALD FAMILY PARTNERSHIP, LTD., a Florida Limited Partnership

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DIVISION OF CORPORATIONS
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The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law, as set forth in Section 620.108 of the Florida Statutes, hereby state the following:

1. The name of the Partnership is KLEINWALD FAMILY PARTNERSHIP, LTD., a Florida Limited Partnership.
2. The name and address of the Agent for service of process on the Partnership is Robert W. Browning, Jr., 1800 Second St., Suite 880, Sarasota, FL 34236.
3. The name and business address of the General Partner is:
ETHEL R. KLEINWALD, sole Trustee of
ETHEL R. KLEINWALD MANAGEMENT TRUST, dated 9/11/98
4540 Bee Ridge Rd., Unit 173
Sarasota, FL 34233
4. The mailing address of the Partnership is 4540 Bee Ridge Rd., Unit 173, Sarasota, FL 34233
5. The latest date upon which the Partnership shall dissolve is December 31, 2028.
6. The effective date of this Certificate of Limited Partnership shall be upon filing with the State of Florida, Department of State.

The execution of this Certificate by the undersigned General Partner 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 the General Partner of KLEINWALD FAMILY PARTNERSHIP, LTD., a Florida Limited Partnership on September 11, 1998.

ETHEL R. KLEINWALD, sole trustee of
THE ETHEL R. KLEINWALD MANAGEMENT TRUST, dated September 11, 1998

By: Ethel R. Kleinwald
ETHEL R. KLEINWALD, sole Trustee

Witnesses:

Robert W. Browning, Jr.
Robert W. Browning, Jr.

Address:

1800 Second St., Ste 880
Sarasota, FL 34236

Laura Lee Dezelski
Laura Lee Dezelski

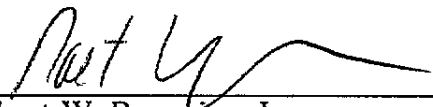
1800 Second St., Ste 880
Sarasota, FL 34236

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ACCEPTANCE AND APPOINTMENT AS REGISTERED AGENT

Having been named as Statutory Registered Agent for the KLEINWALD FAMILY PARTNERSHIP, LTD., a Florida Limited Partnership, in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.

REGISTERED AGENT:



Robert W. Browning, Jr.

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**AFFIDAVIT OF CAPITAL CONTRIBUTION
FOR FLORIDA LIMITED PARTNERSHIP**

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DIVISION OF CORPORATIONS
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The undersigned, being the sole general partner of KLEINWALD FAMILY PARTNERSHIP, LTD., a Florida Limited Partnership, certify:

The amount of capital contributed to date of the limited partners is \$ 2,970,000.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 2,970,000.

Signed this 11th day of September, 1998.

FURTHER AFFIANTS SAYETH NOT.

Under the penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

ETHEL R. KLEINWALD, sole trustee of
ETHEL R. KLEINWALD MANAGEMENT TRUST, dated 9/11/98

By: Ethel R. Kleinwald
ETHEL R. KLEINWALD, Trustee