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1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

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1.) ~~*The Dace' Limited Partnership*~~
(CORPORATE NAME & DOCUMENT #)

2.) ~~*SHIFTAW*~~
(CORPORATE NAME & DOCUMENT #)

SHIFTAW INVESTMENT LIMITED PARTNERSHIP

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3.)
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***1360.00 ***1837.50

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DIVISION OF CORPORATIONS

98 OCT - 1 AM 11:30

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SPECIAL INSTRUCTIONS

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 1, 1998

CORPORATE ACCESS

TALLAHASSEE, FL

SUBJECT: DACE LIMITED PARTNERSHIP
Ref. Number: W98000022479

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DIVISION OF CORPORATIONS
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We have received your document for DACE LIMITED PARTNERSHIP and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

ALSO, please note that before this partnership can be filed, its GENERAL PARTNER will have to be incorporated in Florida.

ALSO, because the corporate general partner will not be using the name DACE, INC., please see that that name is corrected through these partnership documents.

ALSO, please note that we have RETAINED your \$1,837.50 payment.

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: 398A00049163

CERTIFICATE OF LIMITED PARTNERSHIP
OF
SHIFTAN INVESTMENT LIMITED PARTNERSHIP
A Florida Limited Partnership

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The undersigned makes the following declaration of information for the purpose of forming / ~~SHIFTAN INVESTMENT~~ **SHIFTAN INVESTMENT LIMITED PARTNERSHIP** under the Florida Revised Uniform Partnership Act:

1. Name. The name of this Limited Partnership is / ~~SHIFTAN INVESTMENT~~ **LIMITED PARTNERSHIP.**

2. Business. The purpose of the Partnership's business is to own, acquire, sell, manage and lease investment property of any type, kind or description, including marketable securities and real estate, and to do all other things necessary, proper, convenient or advisable in connection therewith.

3. Principal Place of Business and Location of Records. The location of the principal place of business of the Partnership 150 Bradley Place, Unit 606-T, Palm Beach, Florida 33480, at which place the records shall be maintained.

4. Registered Agent. The name and address of the registered agent for service for this Limited Partnership is Ronald L. Fick, c/o Dunwoody White & Landon, P.A., 251 S. County Road, Palm Beach, Florida 33480, and who acknowledges by his signature hereunder that he accepts such designation.

5. The General Partner. The name and business address of the General Partner is ~~SHIFTAN INVESTMENT CO.,~~ **SHIFTAN INVESTMENT CO.,** / **INC.,** 150 Bradley Place, Unit 606-T, Palm Beach, Florida 33480.

6. Mailing Address. The mailing address of the Limited Partnership is 150 Bradley Place, Unit 606-T, Palm Beach, Florida 33480.

7. Term. The Partnership shall begin at the time of the filing of the certificate of Limited Partnership with the Department of State and shall liquidate and dissolve on the 35th

SHIFTAN INVESTMENT
anniversary of the date of / LIMITED PARTNERSHIP AGREEMENT, unless
terminated or dissolved earlier or extended by written agreement of a majority of the Partners.

8. Affidavit of the Amount of Capital Contributions. The amount of capital contributions of each limited partner and the amount of capital contributions anticipated by the limited partners is described in the Affidavit attached as Schedule A.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the
17th day of Aug., 1998.

Witnesses

GENERAL PARTNER:

SHIFTAN INVESTMENT CO., INC.

David Plummer
Francis H. H. H.

By:

Frances Shiftan
FRANCES SHIFTAN, President

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent for the above-referenced Florida Limited Partnership at the above-designated Registered Office, the undersigned hereby accepts the appointment, and agrees to comply with the provisions of Chapter 620 et seq., Florida Statutes, as amended from time to time, concerning the obligations of registered agents.

Executed this 25 day of August, 1998.

Ronald L. Fick
Ronald L. Fick, Registered Agent

SCHEDULE A

**SHIFTAN INVESTMENT LIMITED PARTNERSHIP
AFFIDAVIT OF THE AMOUNT OF THE CAPITAL CONTRIBUTIONS OF THE
LIMITED PARTNERSHIP, AND ANY AMOUNT ANTICIPATED TO BE
CONTRIBUTED BY THE LIMITED PARTNERS**

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The undersigned presents this Affidavit, given under oath, to affirm the following:

1. The amount of the capital contributions to date by the Limited Partners is
\$ -0-
2. The amount anticipated to be contributed by the Limited Partners at this time totals
\$ 250,000

SHIFTAN INVESTMENT CO., INC.

By: Frances Shiftan
FRANCES SHIFTAN, President

STATE OF NEW YORK)
COUNTY OF WESTCHESTER) SS:

The foregoing instrument was acknowledged before me on this 17th day of AUGUST, 1998, by FRANCES SHIFTAN, the President of SHIFTAN INVESTMENT CO., INC., on behalf of said corporation, and said individual is personally known to me (yes) ☒ (no) or has produced FLORIDA DRIVERS LICENSE as identification to me, and who acknowledged execution of the foregoing instrument.

Francesco A. A. Mastracchio
Notary Public, State of Florida New York
Name: FRANCESCO A. A. MASTRACCHIO
(Print Name)
My Commission Expires: 16 NOV 98

SHIFTAN\SHIFPART.DOC

FRANCESCO A. A. MASTRACCHIO
Notary Public, State of New York
No. 5004619
Qualified in Westchester County
Commission Expires November 16, 1998