



**THE UNITED STATES  
CORPORATION**  
COMPANY

# A98000002294

ACCOUNT NO. : 072100000032

REFERENCE : 984180 7165324

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 5, 1998

ORDER TIME : 11:05 AM

ORDER NO. : 984180-015

CUSTOMER NO: 7165324

CUSTOMER: Ms. Roseann Bankes  
TALBOTT REALTY, INC.

111 East Boca Raton Road

Boca Raton, FL 33432

DOMESTIC FILING

NAME: BIG RED ASSOCIATES, LTD.

EFFECTIVE DATE:

800002655518--7  
-10/05/98--01067--011  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

XX ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

     CERTIFIED COPY  
     PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 OCT -5 PM 4:34

File Second, Please

RECEIVED  
98 OCT -5 AM 11:21  
DIVISION OF CORPORATIONS

*10/5/98*

**CERTIFICATE OF LIMITED PARTNETSHIP OF  
BIG RED ASSOCIATES, LTD.**

The undersigned, constituting all of the General Partners of BIG RED ASSOCIATES, LTD., a Florida limited partnership (the "Partnership") files its Certificate of Limited Partnership as follows:

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DIVISION OF CORPORATIONS  
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1. Partnership Name. The name of the Partnership is BIG RED ASSOCIATES, LTD.
2. Partnership Office. The address of the office of the Partnership is 111 East Boca Raton Road, Boca Raton, Florida 33432.
3. Registered Agent. The name and address of the agent for service of process on the Partnership is Gregory K. Talbott, Talbott Realty, Inc., 111 East Boca Raton Road, Boca Raton, Florida 33432.
4. General Partner. The name and the address of the General Partner is BIG RED ASSOCIATES, INC., a Florida Corporation, 111 East Boca Raton Road, Boca Raton, Florida 33432. Pg 8000085251
5. Mailing Address. The mailing address of the Partnership is 111 East Boca Raton Road, Boca Raton, Florida 33432.
6. Dissolution. The Partnership shall be dissolve upon the earliest to occur of the following:
  - (i) the determination in writing, at any time, by Partners owing at least fifty-one (51%) percent of the Partnership Interests, that the Partnership should be dissolved;
  - (ii) the Bankruptcy (as such term is hereinafter defined), insolvency, withdrawal, liquidation, dissolution or other legal disability of the General Partner, unless all of the Limited Partners agree to the continuation of the Partnership elect a new General Partner. All Limited Partners shall be given written notice by the General Partner of the occurrence of any of these events and a vote of the Limited Partners shall be held within (15) fifteen days after the mailing of such notice for the purpose of determining whether the Partnership will be continued or terminated or whether a new partnership should be formed;
  - (iii) December 31, 2001

The execution of this Certificate by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated here are true.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Limited Partnership as of the 2nd day of October, 1998.

Witnesses:

General Partner:

Big Red Associates, Inc.,  
a Florida Corporation

Rachel Lech  
Rose Ann Banks  
AS TO GENERAL PARTNER

By:

GREGORY K. TALBOTT  
Its President

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

The foregoing Certificate of Limited Partnership was acknowledged before me this 2nd day of October, 1998, by GREGORY K. TALBOTT, as President of BIG RED ASSOCIATES, INC., a Florida corporation, on behalf of the corporation.



Rachel Lech  
Notary Public

My Commission Expires:

#### ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the Partnership in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent, as of this \_\_\_\_ of October, 1998.

REGISTERED AGENT:

GREGORY K. TALBOTT

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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STATE OF FLORIDA                     )  
  :SS.:  
COUNTY OF PALM BEACH            )

Before me, the undersigned authority personally appeared GREGORY K. TALBOTT, as President of BIG RED ASSOCIATES, INC., A Florida corporation, the sole General Partner of BIG RED ASSOCIATES, LTD., a Florida limited partnership (the "Partnership"), who, on behalf of the corporation, after being duly sworn, deposes and says as follows:

1. Limited Partner Capital. The amount of capital contributions to the Partnership made by the Partner(s), collectively, is One Thousand Dollars (\$1,000.00).
2. Additional Contributions. No additional capital contributions by the Limited Partners are anticipated.

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.

  
\_\_\_\_\_  
GREGORY K. TALBOTT

Sworn to and subscribed before me on this 2nd day of October, 1998.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:



Rachel L. Lech  
My Commission CC672318  
Expires August 17, 2001