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1. Menaker (Corpo	Investments IV Lt	29 CO
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Annual Report Fictitious Name Name Reservation	REGISTRATION/ QUALIFICATION Foreign Limited Partnersiup	- 1000026755214 -10/29/9801036007 ****166.25 ****166.25
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		Examiner's Initials

Law Offices

HOLLAND & KNIGHT LLP

200 South Orange Avenue, Suite 2600 P.O. Box 1526 (ZIP 32802-1526) Orlando, Florida 32801

407-425-8500 FAX 407-244-5288 http://www.hklaw.com

October 28, 1998

* Atlanta New York Boca Raton Northern Virginia Boston Orlando Fort Lauderdale San Francisco Jacksonville St. Petersburg Lakeland Tallahassee Melbourne Tampa Mexico City Washington, D.C. West Palm Beach Miami

STEPHEN R. LOONEY 407-244-1148

Internet Address: slooney@hklaw.com

Florida Department of State Division of Corporations 409 East Gaines Street Tallahassee, FL 32301

Re:

Certificate of Limited Partnership and Affidavit of Capital Contributions for MENAKER INVESTMENTS IV, LTD.

Dear Sirs:

Enclosed are the following:

- 1. An original and one copy of the Certificate of Limited Partnership for MENAKER INVESTMENTS IV, LTD.
- 2. An original and one copy of the Affidavit of Capital Contributions for MENAKER INVESTMENTS IV, LTD.
- 3. Check No. 11689 payable to the Department of State in the amount of \$166.25, representing a filing fee of \$70.00, certified copy fee of \$52.50, registered agent designation fee of \$35.00 and the Certificate of Status fee of \$8.75.

Once the enclosed documents have been properly filed, please return the certified copies and Certificate of Status to this office.

If you have any questions regarding this matter, please contact me at your convenience.

Sincerely,

Stephen R. Looney

SRL/lls Enclosures

cc:

Mitchell G. Menaker (w/enclosures)

CERTIFICATE OF LIMITED PARTNERSHIP OF MENAKER INVESTMENTS IV, LTD.

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), Sections 620.101-620.186, Florida Statutes, hereby states the following:

- 1. The name of the Partnership is "MENAKER INVESTMENTS IV, LTD."
- 2. The address of the office of the Partnership as referred to in Section 620.105, Florida Statutes, is 1502 E. Buena Vista Drive, #B1, Lake Buena Vista, Florida 32830, and the name and address of the agent for service of process on the Partnership shall be MITCHELL G. MENAKER, 1502 E. Buena Vista Drive, #B1, Lake Buena Vista, Florida 32830.
 - 3. The name and business address of the General Partner are:

Name

Address

MENAKER INVESTMENTS IV, INC. 1502 E. Buena Vista Drive, #B1

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Lake Buena Vista, Florida 32830

- 4. The mailing address for the Partnership is Post Office Box 22189, Lake Buena Vista, Florida 32830.
- 5. The latest date upon which the Partnership shall dissolve is December 31, 2038.
- 6. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by the General Partner.

	l Partnership was executed by the General Partner this
 October	, 1998.
	"GENERAL PARTNER"
	MENAKER INVESTMENTS IV, INC.

Date: October 28, 1998

Mitchell G. Menaker, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for MENAKER INVESTMENTS IV, LTD, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby accept such appointment and agree to act in such capacity, and I further agree to comply with any and all statutes relative to the complete and proper performance of the duties of a registered agent.

REGISTERED AGENT

Mitchell G. Menaker

Date: October 28, 1998

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STATE OF FLORIDA COUNTY OF ORANGE



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared MITCHELL G. MENAKER, President of MENAKER INVESTMENTS IV, INC., the general partner of MENAKER INVESTMENTS IV, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership," of Orange County, Florida, who upon being duly sworn, certified as follows:

- 1. The amount of the capital contributions to the Partnership made by the limited partners is \$0.
- 2. The amount of additional capital contributions anticipated to be contributed by the limited partners is \$10,000.00.

FURTHER AFFIANT SAYETH NOT.

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.

"GENERAL PARTNER"

MENAKER INVESTMENTS IV, INC.

Date: 10-27-98	By:
-	Mitchell G. Menaker, President
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STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27 day of the control	TS IV, LTD.] produced a
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