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WELLISCH, METZGER & STANTON P.A.
ATTORNEYS AT LAW

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(1910 - 1982)
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SUITE 207
MIAMI, FL 33143
PHONES:
(305) 662-8630 / 662-8678
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REPLY TO:
MIAMI
OKEECHOBEE

REF. TO FILE NO.

509 S.W. 2nd AVENUE
OKEECHOBEE, FL 34974
PHONE: (841) 763-4133
FAX: (841) 763-9635

November 16, 1998

SENT FEDEX

FILED
NOV 17 PM 4: 30
SECRETARY OF STATE
TALLHASSEE, FLORIDA

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400002689574---4
-11/17/98--01057--010
***1785.00 ***1785.00

Attn: Registration Section

Re: Romanoff Family Limited Partnership

Dear Sir or Madam:

We are enclosing an original and copy of the Certificate of Limited Partnership for the Romanoff Family Limited Partnership and our check in the amount of \$1,785.00 representing \$1,750.00 for \$1,288,000.00 in limited partners' contributions, and \$35.00 for designation of registered agent.

Would you kindly return a copy of the Certificate in the enclosed self-addressed stamped envelope.

Thank you for your cooperation.

Very truly yours,

Paul R. Stanton

PAUL R. STANTON
PRS/mh
Enc.

A98-2591

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document	<i>[Signature]</i>
Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Verifier	<i>[Signature]</i>
Acknowledged	<i>[Signature]</i>
W. P. Valier	<i>[Signature]</i>

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TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF THE
ROMANOFF FAMILY LIMITED PARTNERSHIP

A Florida Limited Partnership

The undersigned, acting as formers of a limited partnership under the Florida Revised Uniform Partnership Act, adopt the following certificate for such limited Partnership.

1. **Name.** The name of this Limited Partnership is **ROMANOFF FAMILY LIMITED PARTNERSHIP.**

2. **Business.** The general character of the Partnership business shall be to own, acquire, sell and lease investment real estate and other investment property of any type, kind or description, and to conduct a general business as thereto related.

3. **Principal Place of Business and Location of Records.** The location of the principal place of business of the Partnership is 8603 South Dixie Highway, Suite 207, Miami, FL 33143, 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 Paul R. Stanton, Esq., 8603 South Dixie Highway, Suite 207, Miami, Florida 33143, who acknowledges by his signature hereunder, that he accepts same.

5. **The General Partner.** The name and business address of the General Partners are as follows:

GENERAL PARTNERS

Evelyn Mehler Somers

Charles Frank Mehler

PLACE OF BUSINESS

38 Far Reach Road
Westwood, MA 02090

720 Ardmore Road
West Palm Beach, FL 33401

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6. **Mailing Address.** The mailing address of the Limited Partnership is 38 Far Reach Road, Westwood, Massachusetts, 02090.

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 December 31, 2008, unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.

8. **Additional Contributions.** No additional contributions of the Limited Partners have been agreed upon.

9. **Return of Contributions.** No Limited Partner shall be entitled to withdraw or demand the return of any part of his or her capital contribution except upon dissolution of the Partnership.

10. **Profits.** All annual net profits of the Partnership shall be divided among the General Partners and Limited Partners in the same proportion as the Partners' then capital interest accounts, unless retained for Partnership investment and business activities.

11. **Sale or Transfer of Interest in Partnership.** A Limited Partner shall not have the right to sell or transfer his or her interest in the Partnership without the prior written consent of the partners, unless the transfer is a permitted transfer, as explained in detail by the Partnership Agreement.

12. **Additional Limited Partners.** The General Partners may admit additional limited partners.

13. Priority Among Limited Partners. There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

14. Continuance of Business. Upon the death, retirement or insanity of the surviving General Partner, the Partnership shall dissolve unless continued by the remaining Partners and selecting when necessary, by unanimous vote, a new successor General Partner.

15. Property Other than Cash. A Limited Partner may not demand property other than cash in return for his or her contributions.

16. Amount of Cash and Affidavit to Agreed Value and Description of Property Contributed. The Limited Partners in the Limited Partnership have contributed their interest in the property as set forth in Schedule "A", Affidavit of the Amount of the Capital Contributions of the Limited Partner, and Any Amount Anticipated to be Contributed by the Limited Partner, attached hereto, with an agreed value of \$1,288,000.00.

IN WITNESS WHEREOF, the parties have hereunder executed this Certificate on the 13th day of November, 1998

GENERAL PARTNERS:

Evelyn M. Somers
EVELYN MEHLER SOMERS

Charles Frank Mehler
CHARLES FRANK MEHLER

Dated: Nov. 13, 1998

Paul R. Stanton
PAUL R. STANTON,
Registered Agent

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TALLAHASSEE, FLORIDA

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SCHEDULE "A"

ROMANOFF FAMILY 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 present this Affidavit, given under oath, to affirm the following:

1. The amount of the capital contributions to date of the Limited Partnership of the Romanoff Family Limited Partnership is \$1,400,000.00. *with general partner*
2. The amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$1,288,000.00.

GENERAL PARTNERS:

Evelyn M. Somers
EVELYN MEHLER SOMERS

Charles Frank Mehler
CHARLES FRANK MEHLER

COMMONWEALTH OF MASSACHUSETTS

COUNTY OF NORFOLK

The foregoing instrument was acknowledged before me this 9 day of November, 1998, by EVELYN MEHLER SOMERS, who is personally known to me, or, if not, produced the following identification: MA Driver's License.

Rosa M. Reay
Notary Public

My commission expires: June 15, 2001

STATE OF CALIFORNIA *FLORIDA*

COUNTY OF LOS ANGELES *PALM BEACH*

The foregoing instrument was acknowledged before me this 13 day of November, 1998, by CHARLES FRANK MEHLER, who is personally known to me, ~~or, if not,~~ produced the following form of identification: _____.

Enid J. Nalerio
Notary Public

My commission expires:



ENID J. NALERIO
MY COMMISSION # CC473529 EXPIRES
June 18, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

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TALLAHASSEE, FLORIDA