

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-442-8061 • Fax (850) 224-1222

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Weiler LTD. Partnership

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DIVISION OF CORPORATION

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11/25/98

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

- ☐ Art of Inc. File
- ☒ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. Fgs.
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

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DIVISION OF CORPORATIONS  
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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
WEILER LTD. PARTNERSHIP  
A Florida Limited Partnership**

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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 WEILER LTD. 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 including marketable securities 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 at 16656 Bobcat Ct., Ft. Myers, FL 33908, 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 Robert G. Weiler at 16656 Bobcat Ct., Ft. Myers, FL 33908, who acknowledges by his signature hereunder, that she accepts same.
5. The General Partner. The name and business address of the General Partner is as follows:

GENERAL PARTNER

WEILER CORP.

PG80000-81094

PLACE OF BUSINESS

16656 Bobcat Ct.  
Ft. Myers, FL 33908

6. Mailing Address. The mailing address of the Limited Partnership is at 16656 Bobcat Ct., Ft. Myers, FL 33908.

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, 2038, unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.

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

7. 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.

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

9. 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 all the other partners, unless the transfer is a Permitted Transfer, as explained in detail by the Partnership Agreement.

10. Additional Limited Partners. The General Partners may admit additional limited partners.

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

12. Continuance of Business. Upon the death, retirement, dissolution or incompetency 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.

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

14. 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 Partners, and Any Amount Anticipated to be Contributed by the Limited Partners," attached hereto, with an agreed value of \$ 0.


12<sup>th</sup> IN WITNESS WHEREOF, the parties have hereunder executed this Certificate on the Nov day of Nov, 1998.

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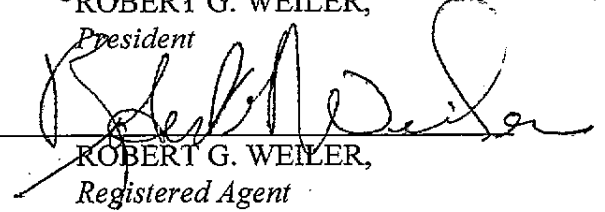
GENERAL PARTNER:

WEILER CORP

By:

  
ROBERT G. WEILER,

President

  
ROBERT G. WEILER,

Registered Agent

SCHEDULE A

WEILER LTD. PARTNERSHIP

**AFFIDAVIT OF THE AMOUNT OF THE CAPITAL  
CONTRIBUTIONS OF THE LIMITED PARTNERS,  
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 of the Limited Partners of WEILER LTD. PARTNERSHIP is \$ 0.

2. The amount anticipated to be contributed by the Limited Partners at this time totals \$ 250,000.

WEILER CORP.

By: Robert G. Weiler

Robert G. Weiler, President

Dated: 10/10/98

STATE OF FLORIDA )

) SS:

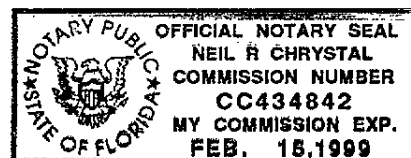
COUNTY OF COLLIER )

The foregoing instrument was acknowledged before me on this 10 day of November, 1998, by ROBERT G. WEILER, President of WEILER CORP., and said individual is personally known to me (yes) (no) or has produced \_\_\_\_\_ as identification to me, and who acknowledged execution of the foregoing instrument.

Neil R. Chrystal  
Notary Public, State of Florida

Name: Neil R. Chrystal  
(Print Name)

My Commission Expires: 2/15/99

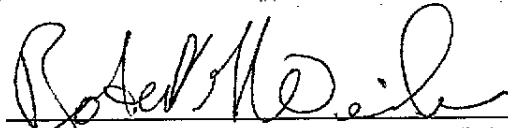


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### ACCEPTANCE BY REGISTERED AGENT

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

Executed this 10 day of NOV., 1998.

  
\_\_\_\_\_  
ROBERT G. WEILER, *Registered Agent*

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