

A9800002722

NEW OFFICES
DONLEVY - ROSEN & ROSEN
PROFESSIONAL ASSOCIATION
133 S. WALLA AVENUE
CORAL GABLES, FLORIDA 33134

HOWARD D. ROSEN
PATRICIA DONLEVY - ROSEN
(ALSO ADMITTED IN NEW YORK)

CABLE "WORLD TAX"
TELEPHONE (305) 447-0061
TELECOPIER (305) 444-3683

December 7, 1998

Florida Department Of State
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

RE: NEW LIMITED PARTNERSHIP FILING

200002705792--4
-12/08/98--01036--008
***1785.00 ***1785.00

Dear Sir/Madam:

Enclosed are:

1. The Certificate of Limited Partnership (in Duplicate) for **ASANDRO LIMITED** which includes the designation of its registered Agent in item 3;
2. The Acceptance of Appointment of the Registered Agent;
3. The Affidavit of Capital Contributions;
4. Our trust account check in the amount of \$1,785.00 to cover the filing fee for the Certificate of Limited Partnership (\$1,750.00) and the Designation of the Registered Agent (\$35.00).

FILED
98 DEC -8 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Kindly stamp "filed" on the duplicate Certificate of Limited Partnership and return it to the undersigned at the above address.

Thank you.

DONLEVY-ROSEN & ROSEN, P.A.

By:

HOWARD D. ROSEN, ESQ.

HDR/ns
Enclosure
CC: Mr. Angelo Sandroni

A98-2722

Name	12-10
Availability	
Document	
Examiner	
Updater	
Updater	
Verifier	
Acknowledgement	
W. P. Verifier	

**STATE OF FLORIDA
CERTIFICATE OF LIMITED PARTNERSHIP**

THIS CERTIFICATE IS PRESENTED FOR FILING PURSUANT TO CHAPTER 620
OF FLORIDA STATUTES:

1. The name of the limited partnership is: **ASANDRO LIMITED.**
2. The street address of the office and the mailing address of the partnership in Florida is:

2816 West Fairbanks Ave.
Winter Park, FL 32789

3. The name and street address of the Agent for Service of Process is: **ANGELO P. SANDRONI**, at 2816 West Fairbanks Ave., Winter Park, FL 32789

4. The name and address of each general partner is:

a. NAME: **REVOCABLE INTER VIVOS TRUST OF
ANGELO P. SANDRONI, A. P. SANDRONI, Trustee**
ADDRESS: **2816 West Fairbanks Ave.
Winter Park, FL 32789**

5. The latest date upon which the limited partnership is to be dissolved and its affairs wound up is: **SEVENTY (70) YEARS FROM THE DATE OF FILING THE CERTIFICATE OF LIMITED PARTNERSHIP WITH THE SECRETARY OF STATE.**
6. There are no other matters the General Partner(s) desire to include in this Certificate.
7. It is hereby declared that I am (we are) the person(s) who executed this Certificate of Limited Partnership, which execution is my (our) act and deed:

In witness whereof, the General Partner has executed this Certificate on the 4 day
of December, 1998.

REVOCABLE INTER VIVOS TRUST
OF ANGELO P. SANDRONI
Angelo P. Sandroni
ANGELO P. SANDRONI, TRUSTEE

FILED
98 DEC -8 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **ASANDRO LIMITED**, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Angelo P. Sandroni

ANGELO P. SANDRONI

98 DEC -8 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA)
COUNTY OF Orange)

FILED
98 DEC -8 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned notary public, personally appeared ANGELO P. SANDRONI, TRUSTEE, constituting all (one) of the general partners of ASANDRO LIMITED, a Florida Limited Partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, declare as follows:

1. The capital contribution to the Partnership by each limited partner is as follows:

<u>LIMITED PARTNER NAME</u>	<u>AMOUNT OF CONTRIBUTION</u>
ANGELO P. SANDRONI	\$2,500,000.00

2. The amount of additional capital contributions anticipated to be contributed by each limited partner is as follows:

<u>LIMITED PARTNER NAME</u>	<u>AMOUNT OF CONTRIBUTION</u>
ANGELO P. SANDRONI	NONE

FURTHER AFFIANT(S) SAYETH NOT.

Under penalties of perjury, I (we) declare that I (we) have read the foregoing and that the facts alleged are true, to the best of my (our) knowledge and belief.

GENERAL PARTNER(S)

REVOCABLE INTER VIVOS
TRUST OF ANGELO P.
SANDRONI

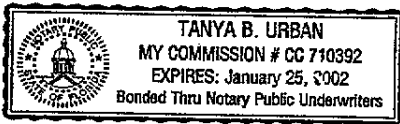
Angelo P Sandroni
ANGELO P. SANDRONI, TRUSTEE

Date: 12/4, 1998.

STATE OF FLORIDA)

COUNTY OF Orange

The foregoing instrument was acknowledged before me this 4 day of December, 1998, by ANGELO P. SANDRONI, TRUSTEE, general partner (or agent) on behalf of ASANDRO LIMITED, a Florida Limited Partnership. He she is personally known to me or has produced _____ as identification.



Tanya B. Urban
Notary Public

Print Name: Tanya B. Urban

Serial Number: _____

My commission expires: 01/25/02

FILED
98 DEC -8 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA