

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-542-8062 • Fax (850) 222-1222

A98000002747

The Professional Centre
at Pembroke Lakes
LTD

800002711498--4
-12/15/98--01007--021
*****35.00 *****35.00

A 998A0005882
9980005882

(11)

mk 12/14/98



LP - 35.00

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. File
- ___ 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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 14 PM 2:27

RECEIVED
98 DEC 14 PM 12:20

800002711498--4
-12/14/98--01077--004
*****105.00 *****105.00

CERTIFICATE OF LIMITED PARTNERSHIP

OF

THE PROFESSIONAL CENTRE AT PEMBROKE LAKES, LTD.

FILED
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DIVISION OF CORPORATIONS
98 DEC 14 PM 2:27

The undersigned desiring to form a Limited Partnership pursuant to Chapter 620 of the Florida Statutes, and being duly sworn under oath, do depose and certify as follows:

1. The name of the Partnership is:

THE PROFESSIONAL CENTRE AT PEMBROKE LAKES, LTD.

2. The mailing and principal address of the Partnership is:

616 East Atlantic Avenue, Delray Beach, Florida, 33483

3. The name and address of the Agent of the Partnership for service of process is **MARK L. KRALL, Esq.**, 616 East Atlantic Avenue, Delray Beach, Florida, 33483.

4. The name and address of the General Partner and its percentage of interest in the Partnership is:

P.C. PEMBROKE, INC., a Florida corporation
616 East Atlantic Avenue
Delray Beach, Florida, 33483

ONE (1%) PERCENT

5. The names and addresses of the Limited Partners and their percentage of interest in the Partnership are:

RICHARD D. GERTZ 15.67%
5231 N. E. 32 Avenue
Fort Lauderdale, Florida, 33308

RICHARD DALE GERTZ, JR. 16.66%
5231 N. E. 32 Avenue
Fort Lauderdale, Florida, 33308

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MICHAEL M. LISTICK 16.66%
616 East Atlantic Avenue
Delray Beach, Florida, 33483

JOSEPH COGEN, as Trustee for
JOSEPH COGEN 12.50%
2622 N. W. 23 Way
Boca Raton, Florida, 33431

JOSEPH COGEN, as Trustee for
LEE COGEN 12.50%
2622 N. W. 23 Way
Boca Raton, Florida, 33431

JOSEPH COGEN, as Trustee for
ALAN COGEN 12.50%
2622 N. W. 23 Way
Boca Raton, Florida, 33431

JOSEPH COGEN, as Trustee for
JUDITH COGEN 12.50%
2622 N. W. 23 Way
Boca Raton, Florida, 33431

6. The Partnership shall be formed at the time of the filing of the Certificate of Limited Partnership with the Secretary of State, and the Partnership shall be dissolved no later than December 31, 2038.
7. Attached hereto is an Affidavit declaring the amount of capital contributions of the Limited Partners and the amount anticipated to be contributed by the Limited Partners.

GENERAL PARTNER:

P.C. PEMBROKE, INC.
a Florida corporation

BY:

its

LIMITED PARTNERS:

Richard D. Gertz
RICHARD D. GERTZ

Richard Dale Gertz, Jr.
RICHARD DALE GERTZ, JR.

Michael M. Listick
MICHAEL M. LISTICK

Joseph Cogen
JOSEPH COGEN, as Trustee
for JOSEPH COGEN

Joseph Cogen
JOSEPH COGEN, as Trustee
for LEE COGEN

Joseph Cogen
JOSEPH COGEN, as Trustee
for ALAN COGEN

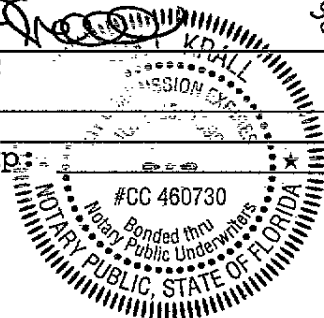
Joseph Cogen
JOSEPH COGEN, as Trustee
for JUDITH COGEN

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE me, the undersigned authority, personally appeared Richard D. Gertz, as President of P.C. PEMBROKE, INC., a Florida corporation, as General Partner, to me known to be the person described in the foregoing instrument did/did not take an oath, and he acknowledged that he executed the foregoing as his own act and deed for the purposes expressed therein, on behalf of the corporation.

Dated this 1st day of September, 1998.


NOTARY PUBLIC
Name: _____
Commission #: _____
Commission Exp: _____



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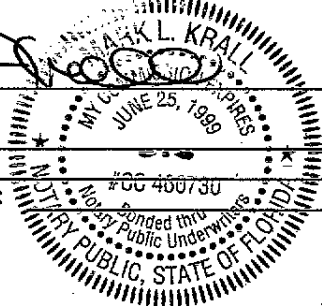
STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE me, the undersigned authority, personally appeared **RICHARD D. GERTZ**, a Limited Partner, to me known to be the person described in the foregoing instrument did/did not take an oath, acknowledged that he executed the foregoing as his own act and deed for the purposes expressed therein.

Dated this 1st day of September, 1998.


NOTARY PUBLIC
Name: _____
Commission #: _____
Commission Exp: _____



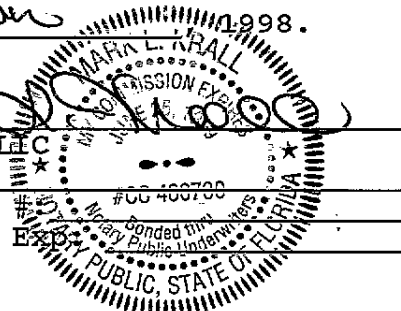
STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE me, the undersigned authority, personally appeared **RICHARD DALE GERTZ, JR.**, a Limited Partner, to me known to be the person described in the foregoing instrument did/did not take an oath, acknowledged that he executed the foregoing as his own act and deed for the purposes expressed therein.

Dated this 1st day of September, 1998.


NOTARY PUBLIC
Name: _____
Commission #: _____
Commission Exp: _____



STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE me, the undersigned authority, personally appeared **MICHAEL M. LISTICK**, a Limited Partner, to me known to be the person described in the foregoing instrument did/did not take an oath, acknowledged that he executed the foregoing as his own act and deed for the purposes expressed therein.

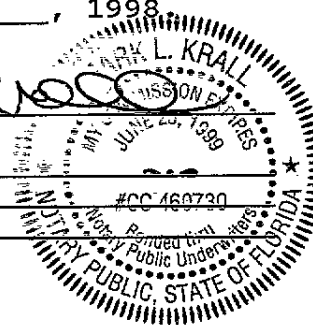
Dated this 1st day of September, 1998.


NOTARY PUBLIC

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Commission #: _____

Commission Exp: _____

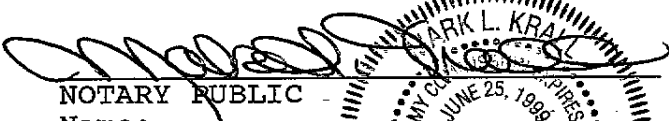


STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE me, the undersigned authority, personally appeared **JOSEPH COGEN**, as Trustee for **JOSEPH COGEN**, a Limited Partner, to me known to be the person described in the foregoing instrument did/did not take an oath, acknowledged that he executed the foregoing as his own act and deed for the purposes expressed therein.

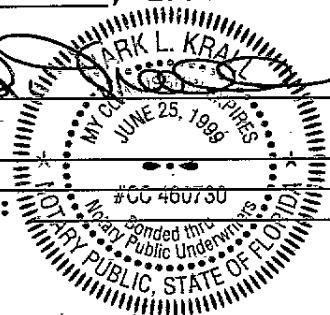
Dated this 1st day of September, 1998.


NOTARY PUBLIC

Name: _____

Commission #: _____

Commission Exp: _____



STATE OF FLORIDA

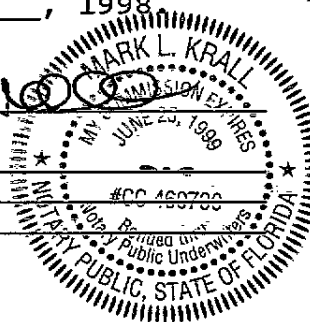
COUNTY OF PALM BEACH

BEFORE me, the undersigned authority, personally appeared **JOSEPH COGEN**, as Trustee for **LEE COGEN**, a Limited Partner, to me known to be the person described in the foregoing instrument did/did not take an oath, acknowledged that he executed the

foregoing as his own act and deed for the purposes expressed therein.

Dated this 1st day of September, 1998


NOTARY PUBLIC
Name: _____
Commission #: _____
Commission Exp: _____

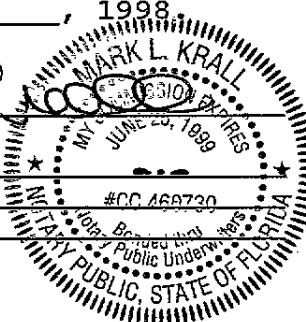


STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE me, the undersigned authority, personally appeared JOSEPH COGEN, as Trustee for ALAN COGEN, a Limited Partner, to me known to be the person described in the foregoing instrument did/did not take an oath, acknowledged that he executed the foregoing as his own act and deed for the purposes expressed therein.

Dated this 1st day of September, 1998


NOTARY PUBLIC
Name: _____
Commission #: _____
Commission Exp: _____



STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE me, the undersigned authority, personally appeared JOSEPH COGEN, as Trustee for JUDITH COGEN, a Limited Partner, to me known to be the person described in the foregoing instrument did/did not take an oath, acknowledged that he executed the

foregoing as his own act and deed for the purposes expressed therein.

Dated this 1st day of September, 1998.

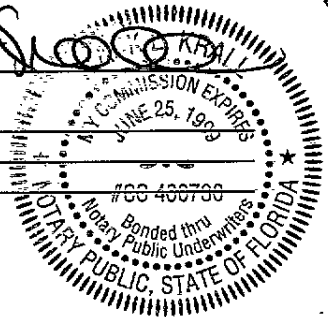

NOTARY PUBLIC

Name: _____

Commission #: _____

Commission Exp: _____

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AFFIDAVIT

STATE OF FLORIDA
COUNTY OF PAUM BEACH

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The undersigned, RICHARD D. GERTZ, being duly sworn,
deposed and says:

1. He is the President of P.C. PEMBROKE, INC., a Florida corporation, the General Partner of THE PROFESSIONAL CENTRE AT PEMBROKE LAKES, LTD., the same being formed as a Florida Limited Partnership being filed with the Secretary of State, State of Florida.

2. The amount of capital contributions of the Limited Partners and the amount anticipated to be contributed by the Limited Partners is:

Name:	Contributed/ Anticipated Contributed Amount:
RICHARD D. GERTZ	\$ 188.00
RICHARD DALE GERTZ, JR.	\$ 200.00
MICHAEL M. LISTICK	\$ 200.00
JOSEPH COGEN, as Trustee for JOSEPH COGEN	\$ 150.00
JOSEPH COGEN, as Trustee for LEE COGEN	\$ 150.00
JOSEPH COGEN, as Trustee for ALAN COGEN	\$ 150.00
JOSEPH COGEN, as Trustee for JUDITH COGEN	\$ 150.00

3. The anticipated contributed amount is merely an estimate,

but is subject to future uncertainties.

DATED this 1st day of September, 1998.

P.C. PEMBROKE, INC.,
a Florida corporation

BY: Richard D. Gertz

its Pres.

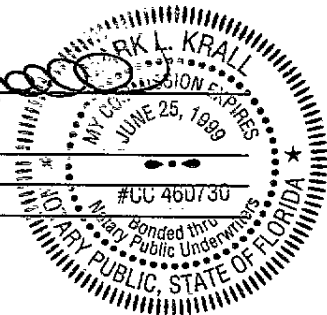
SUBSCRIBED, SWORN TO AND ACKNOWLEDGED before me this 1st day of September, 1998, by Richard D. Gertz, the President of P.C. PEMBROKE, INC., a Florida corporation, as General Partner, to me known to be the person described in the foregoing instrument and who executed the foregoing instrument and he acknowledged before me that he executed said instrument as his act and deed for the purposes expressed therein on behalf of the corporation.

Mark L. Krall
NOTARY PUBLIC

Name: _____

Commission #: _____

Commission Exp: _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

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DIVISION OF CORPORATIONS
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In accordance with Florida Statutes, the following is submitted:

THAT, THE PROFESSIONAL CENTRE AT PEMBROKE LAKES, LTD., a Florida Limited Partnership, with its principal office at 616 East Atlantic Avenue, Delray Beach, Florida, 33483, has named MARK L. KRALL, whose address is 616 East Atlantic Avenue, Delray Beach, Florida, 33483, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Limited Partnership, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

DATED this 1st day of September, 1998.


MARK L. KRALL