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November 13, 1998

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Handell Family Limited Partnership ("Limited Partnership")

Dear Sir/Madame:

Enclosed herein please find a Certificate of Limited Partnership and an Affidavit of Capital Contributions for the Limited Partnership along with a filing fee in the amount of \$52.50. Please date stamp the enclosed copies of said documents and return the same to me in the postage-paid envelope for my records.

Thank-you for your cooperation in this matter.

Yours truly

*Arthur J. Leonard*

Arthur J. Leonard

W98-26725

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 DEC 17 AM 10:28

Name	<i>Matt</i>
Availability	<i>Matt</i>
Document Examiner	<i>Matt</i>
Updater	<i>Matt</i>
U. C. A. Examiner	<i>Matt</i>
Acknowledgement	<i>Matt</i>
W. P. Verifier	<i>Matt</i>



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 30, 1998

ARTHUR J. LEONARD  
PLOURDE & LEONARD, LTD.  
ONE CITIZENS PLAZA, SUITE 830  
PROVIDENCE, RI 02903

SUBJECT: HANDELL FAMILY LIMITED PARTNERSHIP  
Ref. Number: W98000026725

We have received your document for HANDELL FAMILY LIMITED PARTNERSHIP and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):  
**LIMITED PARTNERSHIP CERTIFICATE/APPLICATION BASIC FEES**

Filing fees \$52.50 minimum - \$1750 maximum  
Registered Agent Designation \$35

The filing fee is based on the total amount contributed and anticipated to be contributed by the limited partners as shown in the affidavit at a rate of \$7 per \$1000. The filing fee for an Application to Register a Foreign Limited Partnership is based on the total amount contributed by the limited partners allocated for the purpose of transacting business in the State of Florida at a rate of \$7 per \$1000.

Certified Copy	\$52.50
(15 pages or less, \$1 for each additional page after initial 15 pages)	
Registered Agent/Office Change	\$35
Name Reservation (120 days nonrenewable)	\$35
Amendment (other than specified)	\$52.50
Affidavit Decreasing Contributions	\$52.50
Affidavit Increasing Contributions \$7 per \$1000 on increase only (\$52.50 minimum-\$1750 maximum)	
Certificate of Status or Fact	\$8.75
Cancellation	\$52.50
Resignation of Registered Agent	\$87.50
LP Annual Report \$7 per \$1000 of invested capital (\$52.50 minimum - \$437.50 maximum) plus Supplemental Fee of \$138.75	
Reinstatement	

(\$500 for each year or part thereof the  
partnership was revoked plus the delinquent  
annual report fees)  
There is a balance due of \$52.50.

Please return your document, along with a copy of this letter, within 60 days or  
your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call  
(850) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 198A00056734

RECEIVED DEC 07 1998

## CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned General Partners, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act (1986), hereby state:

1. The name under which the limited partnership is to be conducted is "Handell Family Limited Partnership."
2. The address and principal place of business of the limited partnership, and the address of Morin A. Handell, its Registered Agent for service of process, is 3407 South Ocean Blvd., Apt. 9B, Highland Beach, FL 33487.
3. Morin A. Handell  
Signature of Registered Agent accepting designation
4. The mailing address of the limited partnership is 3407 South Ocean Blvd., Apt. 9B, Highland Beach, FL 33487.
5. The name and business address of the general partners are: Morin A. Handell and Estelle R. Handell, both of 3407 South Ocean Blvd., Apt. 9B, Highland Beach, FL 33487.
6. The latest date on which partnership shall be dissolved is December 31, 2048.

The execution of this certificate by the undersigned General Partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partners of Handell Family Limited Partnership this 13<sup>th</sup> day of November, 1998.

Witnesses:

Morin A. Handell  
General Partner

Kelly Burke

Morin A. Handell

Estelle R. Handell  
General Partner

Kelly Burke

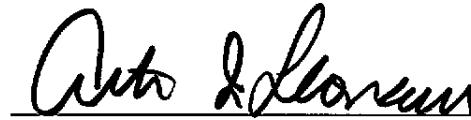
Estelle R. Handell

U.S. DEPARTMENT OF STATE  
DIVISION OF MIGRATION

98 DEC 17 AM 10:28

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

In Providence, on the 13<sup>th</sup> day of November, 1998, before me personally appeared Morin A. Handell and Estelle R. Handell, to me known and known by me to be the parties executing the foregoing instrument, and they acknowledged said instrument, by them executed, to be their free act and deed.

  
Arto J. Loran  
Notary Public  
My Commission Expires: 6/16/2001

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned authority, personally appeared Morin A. Handell and Estelle R. Handell, the sole general partners of Handell Family Limited Partnership (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, Ten Thousand and No/100 (\$10,000.00) Dollars.

2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

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

Witnesses:

Morin A. Handell  
General Partner

Kelly Burke

Morin A. Handell

Estelle R. Handell  
General Partner

Kelly Burke

Estelle R. Handell

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

In Providence, on the 13<sup>th</sup> day of November, 1998, before me personally appeared Morin A. Handell and Estelle R. Handell, to me known and known by me to be the parties executing the foregoing instrument, and they acknowledged said instrument, by them executed, to be their free act and deed.

Acti Johnson  
Notary Public  
My Commission Expires: 6/16/2001