



THE UNITED STATES CORPORATION COMPANY

A99000000037

ACCOUNT NO. : 072100000032
REFERENCE : 084848 7112677
AUTHORIZATION :
COST LIMIT : \$ PREPAID

FILED STATE SECRETARY OF CORPORATIONS DIVISION 98 DEC 31 PM 3:28

ORDER DATE : December 31, 1998
ORDER TIME : 10:19 AM
ORDER NO. : 084848-005
CUSTOMER NO: 7112677

200002727912--2
-12/31/98-01050-017
***1837.50 ***1837.50

CUSTOMER: Mr. Jeffrey S. Hoffman
WILSON & JOHNSON, P.A.
WILSON & JOHNSON, P.A.
821 5th Avenue South
Mezanine Level
Naples, FL 33940

-name not avail.

DOMESTIC FILING

NAME: BARNEY LIMITED

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

Form with fields: Name, CONTACT PERSON, Document Examiner, User, Address, W. P. Venner

Robert Maxwell

EXAMINER'S INITIALS:

BK

12/31/98 FF \$1750.00
RA 35.00
CC 52.50

12/31/98
Used
F95-4845
Conflict

W98-29354

RECEIVED 98 DEC 31 AM 11:49 DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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SECRETARY OF CORPORATIONS
98 DEC 31 PM 3:28

December 31, 1998

CSC

TALLAHASSEE, FL

SUBJECT: BARNEY LIMITED
Ref. Number: W98000029356

RESUBMIT

Please give original
submission date as file date.

We have received your document for BARNEY LIMITED and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

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) 487-6911.

Brenda Tadlock
Sr. Corporate Section Administrator

Letter Number: 998A00061242

DIVISION OF CORPORATIONS

99 JAN -7 PM 1:07

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BARNEY OF NAPLES LIMITED**

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The undersigned General Partners, desiring to form a limited partnership (the "Partnership") pursuant to the Florida Revised Uniform Limited Partnership Act (1986), Sections 620.101-620.192 of the Florida Statutes, hereby state the following:

1. The name of the Partnership is BARNEY OF NAPLES LIMITED.
2. The address of the office of the Partnership, as referred to in Section 620.105 of the Florida Statutes, is 600 Fifth Avenue South, Suite 210, Naples, Florida 34102.
3. The name and address of the agent for service of process on the Partnership shall be Martin M. Wasmer at 600 Fifth Avenue South, Suite 210, Naples, Florida 34102.
4. The names and business addresses of the General Partners are:

<u>Name</u>	<u>Address</u>
George F. Wasmer	c/o Wasmer Schroeder & Company, Inc. 600 Fifth Avenue South, Suite 210 Naples, Florida 34102
Mary Lu Wasmer	c/o Wasmer Schroeder & Company, Inc. 600 Fifth Avenue South, Suite 210 Naples, Florida 34102

5. The mailing address for the Partnership is 600 Fifth Avenue South, Suite 210, Naples, Florida 34102.
6. The latest date upon which the Partnership shall dissolve is December 31, 2028.
7. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by or on behalf of any General Partner. Any person dealing with the Partnership or its property shall be entitled to rely fully upon any deed, mortgage, bill of sale, contract, lease, sublease, note or other written instrument signed by or on behalf of any General Partner in the name of and/or on behalf of the Partnership.

This Certificate of Limited Partnership was executed by the General Partners this 30 day of December, 1998.

STATE OF COLORADO

COUNTY OF EAGLE

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DIVISION OF CORPORATIONS
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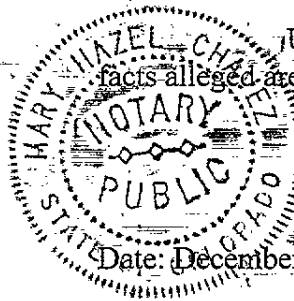
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared George F. Wasmer and Mary Lu Wasmer, general partners of BARNEY OF NAPLES LIMITED, a Florida limited partnership (the "Partnership"), of Collier County, Florida, who upon being duly sworn, certified as follows:

1. The amount of the capital contributions to the Partnership made by the limited partners is \$96.00.
2. The amount of additional capital contributions anticipated to be contributed by the limited partners is \$288,000.

FURTHER AFFIANT SAITH NOT.

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



Date: December 30, 1998

GENERAL PARTNERS:

George F. Wasmer
George F. Wasmer

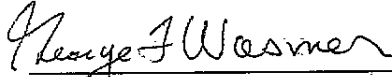
Date: December 30, 1998

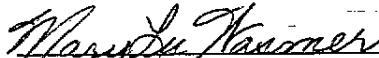
Mary Lu Wasmer
Mary Lu Wasmer

Sworn to and subscribed before me this 30th day of December, 1998, by GEORGE F. WASMER and MARY LU WASMER. Each said person (check one) is personally known to me, produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or produced other identification, to wit: _____

Mary Hazel Chavez
Print Name: Mary Hazel Chavez
Notary Public, State of Colorado
Commission No.: FIRSTBANK OF MINTURN
My Commission Expires: 10/31/02

GENERAL PARTNERS:



George F. Wasmer


Mary Lu Wasmer

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the above-named Partnership, at the place designated in the foregoing Certificate of Limited Partnership, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 620.192 of the Florida Statutes.


Martin M. Wasmer

Date: December 28, 1998