

A99000000341

ZEMEK, LTD.
276 1/2 North Main Street
Pennington, NJ 08534

February 22, 1999

DIVISION OF CORPORATIONS
Attn: Registration Section
P.O. Box 6327
Tallahassee, FL 32314

600002788186--5
-02/26/99-01033-005
***1785.00 ***1785.00

To Whom It May Concern:

With regard to the formation of a new Limited Partnership known as Zemek, Ltd., enclosed please find the following:

1. Certificate of Limited Partnership of Zemek, Ltd.
2. Affidavit of Capital Contributions for Zemek, Ltd.
3. A check payable to the Secretary of State in the amount of \$1,785.00.

Please process these documents and send acknowledgment to my attention at the above address. If you have any questions regarding this transaction, you may reach me at 609-818-1370.

Thank you for your assistance.

Sincerely,

ZEMEK, LTD.



Ernest E. Theurer

EET:fms
Enclosures

62
3-4-99

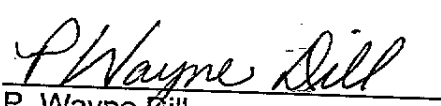
99 FEB 26 PM 3:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF ZEMEK, LTD.**

**UNDER SECTION 620.108
OF THE FLORIDA REVISED UNIFORM LIMITED PARTNERSHIP ACT**

THIS CERTIFICATE, effective as of February 22, 1999, is executed by E.T.I.R.A., INC., a Florida corporation, as General Partner, in order to form the limited partnership known as Zemek, Ltd. (The "*Limited Partnership*") under Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "*Act*").

1. NAME OF LIMITED PARTNERSHIP. The name of the Limited Partnership is Zemek, Ltd.
2. BUSINESS OFFICE. *MAILING AND* The business office of the Limited Partnership shall be 276 1/2 North Main Street, Pennington, New Jersey 08534, or such other address located in Florida as the General Partner may relocate such offices upon compliance with any applicable provisions of the Act.
3. REGISTERED AGENT FOR SERVICE OF PROCESS. The name of the Registered Agent for service of process shall be P. Wayne Dill.
4. FLORIDA STREET ADDRESS FOR REGISTERED AGENT. The Florida street address for the Registered Agent shall be 1515 East Silver Springs Boulevard, Suite #200, Ocala, Florida 34470.
5. ACCEPTANCE BY REGISTERED AGENT. By signature hereon the Registered Agent accepts designation as Registered Agent for service of process.


P. Wayne Dill
6. NAME AND MAILING ADDRESS OF LIMITED PARTNERSHIP. The name and mailing address of the Limited Partnership is as follows:

ZEMEK, LTD.
276 1/2 North Main Street,
Pennington, NJ 08534
7. DATE OF DISSOLUTION. The latest date on which the limited partnership is to be dissolved is December 31, 2050.

FILED
99 FEB 26 11 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8. NAME AND ADDRESS OF GENERAL PARTNERS. The name and mailing address of the General Partner is as follows:

E.T.I.R.A., INC.
276 1/2 North Main Street
Pennington, NJ 08534

In witness whereof, the General Partner executed this Certificate as of the day and year first shown above.

E.T.I.R.A., Inc., a Florida corporation
General Partner

By: Ernest Theurer
Ernest Theurer, President

FILED
99 FEB 26 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF New Jersey
COUNTY OF Mercer

I, the undersigned authority, a Notary Public in and for the said County, in said State, hereby certify the ERNEST THEURER, whose name as President of E.T.I.R.A., INC., a Florida corporation, is signed to the foregoing Certificate of Limited Partnership of ZEMEK, LTD., and who is known to me, acknowledged before me on this day that, being informed of the contents of said Certificate of Limited Partnership, he, in such capacity and with full authority, executed the same voluntarily, for and as the act of said corporation, on the day the same bears date.

Given under my hand this 22nd day of February, 1999.

Florence M. Schick
Notary Public
My commission expires

Florence M. Schick
Notary Public
State of New Jersey
My Commission Expires 12/20/00

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned consisting of all the general partners of Zemek, Ltd., a Florida limited partnership, certify:

1. The amount of capital contributions to date of the limited partners is \$372,000.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$372,000.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and the facts stated herein are true and correct.

**E.T.I.R.A., INC., a Florida corporation,
General Partner**

By: 
Ernest Theurer, President

Dated this 22nd day of February, 1999.

FILED
99 FEB 26 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA