

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-6062 • Fax (850) 222-1222

A9900000474

Core Capital Appreciation
Fund, L.P.

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***1837.50 ***1837.50

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✓ 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 _____
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Signature _____

Requested by: _____

Name _____

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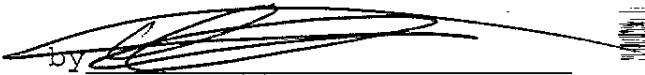
Certificate of Limited Partnership of
Cove Capital Appreciation Fund, Limited Partnership
under the Florida Revised Uniform
Limited Partnership Act

1. The name of the limited partnership is Cove Capital Appreciation Fund, Limited Partnership
2. The office of the Partnership is to be located at 1900 Glades Road, Suite 201, Boca Raton, Florida 33431.
3. Michael Margolies, whose address is 1900 Glades Road, Suite 201, Boca Raton, Florida 33431, is to be the registered agent of the Partnership upon whom process against the Limited Partnership may be served.
4. Cove Asset Management Inc., whose address is 1900 Glades Road, Suite 201, Boca Raton, Florida 33431, is the sole General Partner of the Partnership.
5. The mailing address for the Partnership is 1900 Glades Road, Suite 201, Boca Raton, Florida 33431.
6. The latest date upon which the Partnership is to dissolve is December 31, 2005.
7. The effective date of the Partnership shall be upon the filing of the Certificate of Limited Partnership with the Department of State.

IN WITNESS WHEREOF, the undersigned, consisting of all of the general partners of the Partnership have executed this Certificate of Partnership this 23rd day of March 1999, and affirm the statements contained herein as true under penalties of perjury.

General Partner:

Cove Asset Management Inc.

by 
Michael Margolies, President

Affidavit of Capital Contributions to
Cove Capital Appreciation Fund, Limited Partnership
under the Florida Revised Uniform
Limited Partnership Act

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Michael Margolies, being duly sworn, deposes and says:

1. I am the President of Cove Asset Management Inc., the General Partner of Cove Capital Appreciation Fund, Limited Partnership.

2. The office of the Partnership is to be located at 1900 Glades Road, Suite 201, Boca Raton, Florida 33431.

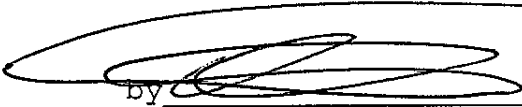
3. I make this affidavit pursuant to s. 620.108 to accompany the Certificate of Limited Partnership which is to be filed with the Department of State.

4. This affidavit is to declare the amount of capital contributions to be made by the limited partners.

5. While there are no capital contributions committed to at this time, it is anticipated that the Partnership shall initially raise between \$1,000,000 and \$2,000,000 from the limited partners.

General Partner:

Cove Asset Management Inc.

by 
Michael Margolies, President

Sworn to before me this
23rd day of March 1999


Notary Public

