



THE UNITED STATES
CORPORATION
COMPANY

A99000000953

ACCOUNT NO. : 072100000032

REFERENCE : 271858 7176554

AUTHORIZATION :

COST LIMIT : \$ 1785.00

Patricia Pizut

ORDER DATE : June 11, 1999

ORDER TIME : 3:31 PM

ORDER NO. : 271858-005

CUSTOMER NO: 7176554

CUSTOMER: Brian Waxman, Esq
FOUNDATION CAPITAL
FOUNDATION CAPITAL
122 Olympus Way

Jupiter, FL 33477

500002903015-7

DOMESTIC FILING

NAME: GAETA LIMITED PARTNERSHIP
#2

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

99 JUN 11 AM 11:34

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 JUN 11 PM 4:44

RECEIVED

DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

3K 6/11/99

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
GAETA LIMITED PARTNERSHIP #2**

The undersigned hereby forms a Limited Partnership under the following Certificate of Limited Partnership:

ARTICLE I

The name of the Limited Partnership shall be GAETA LIMITED PARTNERSHIP #2.

ARTICLE II

The principal office and mailing address of the Limited Partnership is 4114 Northlake Boulevard, Suite 200, Palm Beach Gardens, Florida 33410.

ARTICLE III

The initial Registered Agent of the Limited Partnership is GAETA CAPITAL, INC. Its street address is 4114 Northlake Boulevard, Suite 200, Palm Beach Gardens, Florida 33410.

ARTICLE IV

The latest date upon which the Limited Partnership is to be dissolved is December 31, 2048.

ARTICLE V

The name of the General Partner is GAETA CAPITAL, INC. Its mailing address is 4114 Northlake Boulevard, Suite 200, Palm Beach Gardens, Florida 33410.

IN WITNESS WHEREOF, the undersigned has read this Certificate of Limited Partnership of Gaeta Limited Partnership #2 and knows the contents thereof and certifies that the facts stated herein are true and correct. Dated this 4TH day of June 1999.

General Partner
GAETA CAPITAL, INC.

By: 

Neil J. Gaeta, President

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P980000 00345

CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS

Pursuant to Chapter 620, Florida Statutes, the following is submitted in compliance with said Act:

First, that GAETA LIMITED PARTNERSHIP #2, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Limited Partnership, at 4114 Northlake Boulevard, Suite 200, Palm Beach Gardens, Florida 33410, County of Palm Beach, State of Florida, has named GAETA CAPITAL, INC. of the same address as its Registered Agent to accept Service of Process within this state.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above stated Limited Partnership at the place designated in this Certificate, GAETA CAPITAL, INC. hereby accepts to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

Dated this 4th day of June 1999.

Registered Agent
GAETA CAPITAL, INC.

By: 
Neil J. Gaeta, President

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
GAETA LIMITED PARTNERSHIP #2**

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99 JUN 11 AM 11:34

The undersigned General Partner of GAETA LIMITED PARTNERSHIP #2, a Florida Limited Partnership, certifies as follows:

1. The amount of capital contributions to date of the Limited Partners is one million two hundred thousand dollars (\$1,200,000).
2. The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals one million two hundred thousand dollars (\$1,200,000).

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned has read this Affidavit of Capital Contributions of Gaeta Limited Partnership #2 and knows the contents thereof and certifies that the facts stated herein are true and correct. Dated this 4th day of June 1999.

General Partner
GAETA CAPITAL, INC.

By: _____

Neil J. Gaeta, President