

A 99 00000 1364  
ECKERT SEAMANS CHERIN & MELLOTT, LLC

July 20, 1999

Las Olas Centre  
450 East Las Olas Boulevard  
Suite 800  
Fort Lauderdale, FL 33301  
Telephone: 954.523.0400  
Facsimile: 954.523.7002  
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Department of State  
Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, FL 32399

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-08/17/99--01070--004  
\*\*\*\*\*35.00

RE: Boswell Associates, L.P.  
Our File No. 025255.2

Fort Lauderdale

Pittsburgh

Allentown

Boston

Harrisburg

Miami

Philadelphia

Westmont, NJ

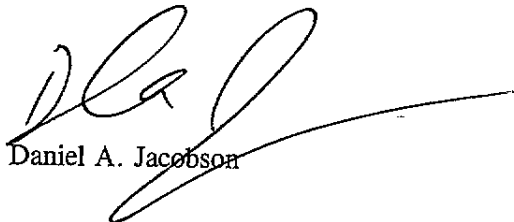
Washington, D.C.

Dear Sir or Madam:

In connection with the referenced transaction, enclosed is an Affidavit and Certificate of Limited Partnership of Boswell Associates, L.P. for filing with your office, together with check number 2202 in the amount of \$1,204.00 to cover the filing fees.

Please call me with any questions you may have.

Very truly yours,

  
Daniel A. Jacobson

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
BOSWELL ASSOCIATES, L.P.**

The undersigned, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby state the following as the **CERTIFICATE OF LIMITED PARTNERSHIP** and **AFFIDAVIT DECLARING AMOUNT OF CAPITAL CONTRIBUTIONS**.

1. The name of the Limited Partnership is **BOSWELL ASSOCIATES, L.P.**, a Florida limited partnership (the "Partnership").

2. The registered office of the Partnership is located at 8197 Palm Hammock Lane, Hobe Sound, Florida 33455 which is the partnership's principal place of business and mailing address.

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

Daniel A. Jacobson  
Eckert Seamans Cherin & Mellott, LLC  
450 E. Las Olas Blvd  
Suite 800  
Ft. Lauderdale, FL 33301

4. The names and business addresses of all of the general partners of the Partnership are:

Yates P. Boswell, Jr.  
8197 Palm Hammock Lane  
Hobe Sound, FL 33455

Mary H. Boswell  
8197 Palm Hammock Lane  
Hobe Sound, FL 33455

5. The term of the Partnership shall commence with the filing of the Partnership's Certificate of Limited Partnership and shall continue until December 31, 2022, unless the Partnership is sooner dissolved in accordance with the provisions of its Agreement of Limited Partnership.

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6. In accordance with Section 620.108, the undersigned hereby certify and declare, under the penalties of perjury, that the Limited Partners have made the capital contributions to the Partnership set forth opposite his or her name below:

Yates P. Boswell, Jr.  
Mary H. Boswell

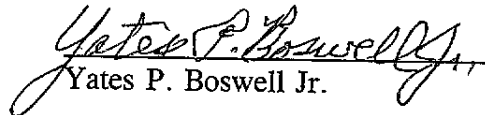
\$115,390.03  
\$ 55,633.68

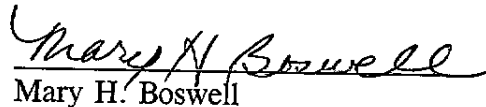
which is the total amount contributed and anticipated to be contributed by the Limited Partners at this time.

7. Except as specifically provided in the Agreement of Limited Partnership, no Partner shall be entitled to demand or receive the return of his original capital contribution.

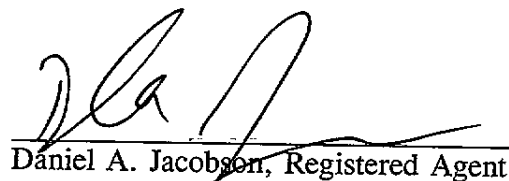
IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership and Affidavit Declaring Amount of Capital Contribution this 19th day of July, 1999.

GENERAL PARTNERS

  
Yates P. Boswell Jr.

  
Mary H. Boswell

I HEREBY CERTIFY that I am Daniel A. Jacobson and I hereby accept the foregoing designation of Resident Agent.

  
Daniel A. Jacobson, Registered Agent

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STATE OF FLORIDA

COUNTY OF Martin

)  
) SS:  
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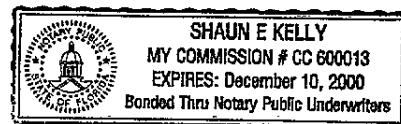
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Yates P. Boswell, Jr. and Mary H. Boswell, who are personally known to me or who have produced FL Drivers Licenses as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of July, 1999.

Shaun E. Kelly  
Notary Public  
State of Florida

Shaun E. Kelly  
Typed, printed or stamped name of Notary  
Public

My Commission Expires:



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