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LAW OFFICES

COE AND BROBERG, LLP

PALM BEACH, FLORIDA 33480

CHARLES FRANCIS COE (1890-1956)

GUSTAVE T. BROBERG, JR.

PETER S. BROBERG

JOHN D. O'NEILL

223 PERUVIAN AVENUE
TELEPHONE (561) 655-5166
TELECOPIER (561) 655-0055

December 9, 1999

Florida Department of State
Division of Corporations
Partnership Section
Post Office Box 6327
Tallahassee, FL 32314

500003068505--6
-12/14/99--01006--009
***1837.50 ***1837.50

Re: Nathan Limited Partnership

To Whom it May Concern:

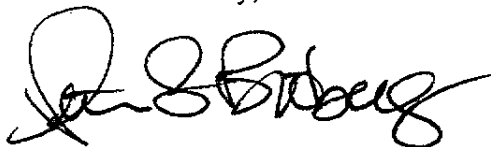
Enclosed please find the following:

1. Original and one copy of the Affidavit Regarding Contributions to the Nathan Limited Partnership;
2. Original and one copy of the Certificate of Limited Partnership of Nathan Limited Partnership;
3. Check made payable to the Division of Corporations in the amount of \$1,837.50 broken down as follows:

a.	Filing fee	\$1,750.00
b.	Certified copy	52.50
c.	Designation of a registered agent	35.00
		<u>\$1,837.50</u>

Please mail the acknowledgment to my office and if you have any questions, please give me a call.

Sincerely,



Peter S. Broberg

PSB/jdn
Enclosures
cc: Ms. Janet Willgerodt

APPROVED
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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-17-99

CERTIFICATE OF LIMITED PARTNERSHIP

OF

NATHAN LIMITED PARTNERSHIP

The undersigned general partners do hereby sign and swear to this Certificate of Limited Partnership and pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986) desire to form a limited partnership under the following terms and conditions.

ARTICLE I - NAME OF LIMITED PARTNERSHIP

The name of this limited partnership, hereinafter called the "limited partnership", shall be the "NATHAN LIMITED PARTNERSHIP".

ARTICLE II - LOCATION OF PRINCIPAL PLACE OF BUSINESS

The initial street address of the principal place of business of this limited partnership shall be 14105 Caloosa Boulevard, Palm Beach Gardens, Florida 33418. The designated agent for service of process shall be Peter S. Broberg, whose address is 223 Peruvian Avenue, Palm Beach, Florida 33480. The general partners of this limited partnership are (1) ALFRED NATHAN, III, whose address is 14105 Caloosa Boulevard, Palm Beach Gardens, Florida 33418; (2) JUSTINE NATHAN, whose address is 14105 Caloosa Boulevard, Palm Beach Gardens, Florida 33418; (3) WENDY A. SHRIGLEY, whose address is 25 Elm St., Marblehead, Massachusetts, 01945; (4) PETER J. NATHAN, whose address is 272 Willow Dr., Little Silver, New Jersey, 07739; and (5) CYNTHIA M. DINARDO, whose address is 229 Sea Marsh Dr., John's Island, South Carolina, 29455. The mailing address for the limited partnership shall be 14105 Caloosa Boulevard, Palm Beach Gardens, Florida 33418.

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TALLAHASSEE, FLORIDA

ARTICLE III- TERM OF EXISTENCE

The limited partnership existence shall commence as of the date on which this Certificate of Limited Partnership is filed with the necessary filing fee with the Florida Department of State and shall dissolve on the earlier of (1) December 31, 2024 or (2) the earliest to occur of the following events:

- a. The retirement, death or disability of the general partner unless the general partner's total interest in the partnership is purchased by one or more limited partners and all of the remaining limited partners consent to the continuation of the partnership and the substitution of a new general partner or partners. Said consent to continue the limited partnership must be given in writing to all of the limited partners within ninety (90) days of the retirement, death or disability of the general partner;
- b. The bankruptcy of any general partner unless the business is continued by the consent of the remaining partners and said consent to continue the limited partnership must be given in writing to all of the limited partners within ninety (90) days of the petition in bankruptcy being filed in the Federal District Court by the bankrupt general partner;
- c. The written agreement of the general partners and all of the limited partners to dissolve the partnership;
- d. Subject to the other provisions of this ARTICLE IV, the occurrence of any event which would dissolve the limited partnership under the laws of the State of Florida.

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ARTICLE IV - INITIAL CONTRIBUTION OF PROPERTY

The initial capital contribution of cash and agreed fair market value of other property to the limited partnership by the general partner and limited partners shall be as provided on the affidavit filed with the Certificate of Limited Partnership.

ARTICLE V - RIGHT TO ADMIT ADDITIONAL LIMITED PARTNERS

The general partner may admit additional limited partners to the limited partnership, provided however, that the addition of a new limited partner shall only entitle said new limited partner to share in the limited partnership in the same percentage as his contribution bears to the total net worth of the limited partnership on the date he becomes a limited partner.

ARTICLE VI - RESTRICTION ON SALE OR TRANSFER OF PARTNERSHIP INTEREST

The general partner and the limited partners have executed on the same date that this Certificate of Limited Partnership is executed a Limited Partnership Agreement which imposes restrictions on a general partner or limited partner selling, assigning, pledging or transferring his interest in the limited partnership.

Subject to the restrictions contained in said limited partnership agreement, the limited partners shall have the right to sell their interest in the limited partnership.

IN WITNESS WHEREOF, the general partner have executed this document on the

19 day of October, 1999.

Witnesses:

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TALLAHASSEE, FLORIDA

Robert Vasaturo

Alfred Nathan III
ALFRED NATHAN, III
GENERAL PARTNER

Janet Willgerodt

STATE OF New Jersey
COUNTY OF Monmouth

On this nineteenth day of October, 1999, before me, the undersigned authority, personally appeared ALFRED NATHAN, III, being a general partner of NATHAN LIMITED PARTNERSHIP, who

(X) is personally known to me or

() presented his driver's license number _____ issued by the State of _____, as his personal identification

and who executed the foregoing Certificate of Limited Partnership, and sworn to and acknowledged that he subscribed the said instrument for the uses and purposes set forth therein.

Witness my hand and official seal in the County and State last aforesaid on the date aforesaid.

Janet L. Willgerodt
Notary Public

State of

My Commission Expires:

NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES APR. 20, 2002
JANET L. WILLGERODT

Witnesses:

[Signature]

Justine Nathan
JUSTINE NATHAN
GENERAL PARTNER

Robert Vasaturo

STATE OF New Jersey
COUNTY OF Monmouth

On this nineteenth day of October, 1999, before me, the undersigned authority, personally appeared JUSTINE NATHAN, being a general partner

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TALLAHASSEE, FLORIDA

of NATHAN LIMITED PARTNERSHIP, who

(X) is personally known to me or

() presented her driver's license number _____ issued by the State
of _____, as her personal identification

and who executed the foregoing Certificate of Limited Partnership, and sworn to and
acknowledged that she subscribed the said instrument for the uses and purposes set forth
therein.

Witness my hand and official seal in the County and State last aforesaid on the date
aforesaid.

Janet L. Willgerodt
Notary Public

State of

My Commission Expires:

NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES APR. 20, 2002
JANET L. WILLGERODT

Witnesses:

[Signature]
[Signature]

Wendy A. Shrigley
WENDY A. SHRIGLEY
GENERAL PARTNER

STATE OF *New Jersey*
COUNTY OF *Monmouth*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

On this *Twenty Six* day of *October*, 1999, before me, the
undersigned authority, personally appeared WENDY A. SHRIGLEY, being a general partner
of NATHAN LIMITED PARTNERSHIP, who

(X) is personally known to me or

() presented her driver's license number _____ issued by the State
of _____, as her personal identification

and who executed the foregoing Certificate of Limited Partnership, and sworn to and
acknowledged that she subscribed the said instrument for the uses and purposes set forth
therein.

Witness my hand and official seal in the County and State last aforesaid on the date

aforesaid.

My Commission Expires:

Witnesses:

Robert Vasaturo

Janet Willgerodt

STATE OF New Jersey
COUNTY OF Monmouth

On this first day of November, 1999, before me, the undersigned authority, personally appeared PETER J. NATHAN, being a general partner of NATHAN LIMITED PARTNERSHIP, who

☒ is personally known to me or

☐ presented his driver's license number _____ issued by the State of _____, as his personal identification

and who executed the foregoing Certificate of Limited Partnership, and sworn to and acknowledged that he subscribed the said instrument for the uses and purposes set forth therein.

Witness my hand and official seal in the County and State last aforesaid on the date aforesaid.

My Commission Expires:

Janet L. Willgerodt
Notary Public
State of
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES APR. 20, 2002
JANET L. WILLGERODT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Witnesses:

[Signature]
J. W. Obergfell

[Signature]
CYNTHIA M. DINARDO
GENERAL PARTNER

STATE OF SC)
COUNTY OF Charo)

On this 9th day of November, 1999, before me, the undersigned authority, personally appeared CYNTHIA M. DINARDO, being a general partner of NATHAN LIMITED PARTNERSHIP, who

☒ is personally known to me or

☐ presented her driver's license number _____ issued by the State of _____, as her personal identification

and who executed the foregoing Certificate of Limited Partnership, and sworn to and acknowledged that she subscribed the said instrument for the uses and purposes set forth therein.

Witness my hand and official seal in the County and State last aforesaid on the date aforesaid.

[Signature]
Notary Public
State of South Carolina

My Commission Expires: 01-12-09

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned does hereby accept his appointment as registered agent on whom process may be served within the State of Florida for the NATHAN LIMITED PARTNERSHIP.


Peter Broberg

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT REGARDING CONTRIBUTIONS
TO THE
NATHAN LIMITED PARTNERSHIP

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

Before the undersigned authority, personally appeared ALFRED NATHAN, III, JUSTINE NATHAN, WENDY A. SHRIGLEY, PETER J. NATHAN and CYNTHIA M. DINARDO as general partners of the NATHAN LIMITED PARTNERSHIP being first duly sworn, depose and say under oath that the initial contribution of property and cash to the NATHAN LIMITED PARTNERSHIP by the limited partners are as follows:

<u>LIMITED PARTNER</u>	<u>CONTRIBUTION</u>
Alfred Nathan, III	\$2,449,000
Justine Nathan	2,449,000
Wendy A. Shrigley, Peter J. Nathan, and Cynthia M. DiNardo, as Trustees of the NATHAN FAMILY TRUST Dated February 24, 1998	1,000

Further, no additional contributions of cash or property shall be required of the general or limited partners.

IN WITNESS WHEREOF, the general partners have executed this document on the
dated reflected below.

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TALLAHASSEE, FLORIDA

Witnesses:

Robert Vasaturo

Janet Willgerodt

Alfred Nathan III
ALFRED NATHAN, III
GENERAL PARTNER

STATE OF New Jersey)
COUNTY OF Monmouth)

On this nineteenth day of October, 1999, before me, the undersigned authority, personally appeared ALFRED NATHAN, III, being a general partner of NATHAN LIMITED PARTNERSHIP, who

(☒) is personally known to me or

(☐) presented his driver's license number _____ issued by the State of _____, as his personal identification

and who executed the foregoing Certificate of Limited Partnership, and sworn to and acknowledged that he subscribed the said instrument for the uses and purposes set forth therein.

Witness my hand and official seal in the County and State last aforesaid on the date aforesaid.

My Commission Expires:

Witnesses:

Robert Vasaturo

Janet Willgerodt

Janet L. Willgerodt
Notary Public
State of
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES APR. 20, 2002
JANET L. WILLGERODT

Justine Nathan
JUSTINE NATHAN
GENERAL PARTNER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF New Jersey
COUNTY OF Monmouth

On this nineteenth day of October, 1999, before me, the undersigned authority, personally appeared JUSTINE NATHAN, being a general partner of NATHAN LIMITED PARTNERSHIP, who

(X) is personally known to me or

() presented her driver's license number _____ issued by the State of _____, as her personal identification

and who executed the foregoing Certificate of Limited Partnership, and sworn to and acknowledged that she subscribed the said instrument for the uses and purposes set forth therein.

Witness my hand and official seal in the County and State last aforesaid on the date aforesaid.

Janet L. Willgerodt
Notary Public
State of

My Commission Expires:

NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES APR. 20, 2002
JANET L. WILLGERODT

Witnesses:

Jim Tamm
Chris L. Sh

Wendy A. Shrigley
WENDY A. SHRIGLEY
GENERAL PARTNER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

STATE OF New Jersey
COUNTY OF Monmouth

On this Twenty Fifth day of October, 1999, before me, the undersigned authority, personally appeared WENDY A. SHRIGLEY, being a general partner of NATHAN LIMITED PARTNERSHIP, who

(X) is personally known to me or

() presented her driver's license number _____ issued by the State

of _____, as her personal identification
and who executed the foregoing Certificate of Limited Partnership, and sworn to and
acknowledged that she subscribed the said instrument for the uses and purposes set forth
therein.

Witness my hand and official seal in the County and State last aforesaid on the date
aforesaid.

Janet L. Willgerodt
Notary Public
State of

My Commission Expires:

NOTARY PUBLIC OF NEW JERSEY

MY COMMISSION EXPIRES APR. 20, 2002

JANET L. WILLGERODT

Witnesses:

Robert Vasaturo

Peter J. Nathan

PETER J. NATHAN
GENERAL PARTNER

Janet Willgerodt

STATE OF New Jersey
COUNTY OF Monmouth

On this first day of November, 1999, before me, the
undersigned authority, personally appeared PETER J. NATHAN, being a general partner
of NATHAN LIMITED PARTNERSHIP, who

(☒) is personally known to me or

() presented his driver's license number _____ issued by the State
of _____, as his personal identification

and who executed the foregoing Certificate of Limited Partnership, and sworn to and
acknowledged that he subscribed the said instrument for the uses and purposes set forth
therein.

Witness my hand and official seal in the County and State last aforesaid on the date
aforesaid.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Janet L. Willgerodt
Notary Public

My Commission Expires:

NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES APR. 20, 2002
JANET L. WILLGERODT

Witnesses:

Frank D. D'Amico

J. W. Embryell

Cynthia N. Dinardo

CYNTHIA N. DINARDO
GENERAL PARTNER

STATE OF South Carolina

COUNTY OF Charleston

On this 9th day of November, 1999, before me, the undersigned authority, personally appeared CYNTHIA N. DINARDO, being a general partner of NATHAN LIMITED PARTNERSHIP, who

☒ is personally known to me or

☐ presented her driver's license number _____ issued by the State of _____, as her personal identification

and who executed the foregoing Certificate of Limited Partnership, and sworn to and acknowledged that she subscribed the said instrument for the uses and purposes set forth therein.

Witness my hand and official seal in the County and State last aforesaid on the date aforesaid.

Maguel D. Thomas
Notary Public
State of South Carolina

My Commission Expires: 01-12-09

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Exhibit A

NATHAN LIMITED PARTNERSHIP

Initial Contribution by

Alfred Nathan, III & Justine Nathan

Each person contributed a one-half interest in the following described property:

1. Stock & Bonds:

6000 Shares of American Home Products
1000 Shares of Ameritech
2938 Shares of SBC Communications
2000 Shares of American Express
6000 Shares of Best Foods
3000 Shares of Bell South
2600 Shares of Bristol Myers
2000 Shares of Anheuser Busch
7000 Shares of Disney
2000 Shares of General Electric
4000 Shares of Gillette
2000 Shares of Hartford
1800 Shares of Johnson & Johnson
5560 Shares of Kellogg
2000 Shares of Kimberly Clark
2000 Shares of Lilly
3000 Shares of Mellon Bank
6000 Shares of Merck & Co.
4000 Shares of Texaco
8530 Shares of Pepsico
3000 Shares of Reuters
2000 Shares of Time Warner
4000 Shares of Union Pacific

\$300,000 US Treasury Bill—Due 1/13/2000

2. Cash of \$253,126 (adjusted to have total value of securities and cash equal \$5,000,000 as of date of contribution)

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