

Document Number Only

B02000000188

ATTN: Ms. Tina A. Daley, Asst. to
 Richard J. Miller, Jr.
~~McNamee, Lochner, Titus & Williams, P.C.~~
 Requestor's Name
 75 State Street
 Address
 P.O. Box 459 Albany, N.Y. 12201-0459
 City State Zip Phone
 (518) 447-3348
 CORPORATION(S) NAME

MJH

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 -06/18/02--01055--023
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6/17

CUS

Janet L. Schlanger Family Partners, L.P.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Annual Report
- Reservation
- Photo Copies
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- Will Wait
- Merger
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Name
Avallability
Document Examiner
Updater
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6/17/02

3:00 pm

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 Problem (518) 447-3348
 Tina A. Daley

FILED
 02 JUN 17 PM 4:30
 STATE OF NEW YORK
 DEPARTMENT OF TAXATION
 ALBANY, NY

JUN 17 2002

McNAMEE, LOCHNER, TITUS & WILLIAMS, P.C.

ATTORNEYS AT LAW

75 STATE STREET

P.O. BOX 459

ALBANY, N.Y. 12201-0459

TELEPHONE (518) 447-3200
TELECOPIER (518) 426-4260

www.mltw.com

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MICHAEL L. KINUM
LEA A. ERMIDES

OF COUNSEL

DAVID S. WILLIAMS
JOHN B. KINUM
LEONARD A. WEISS
HELEN W. LESLIE*
ROBERT D. PLATTNER
ROBERT L. DORFMAN
GARY SANCILIO

*ADMITTED IN MINNESOTA ONLY

DIRECT DIAL: 447-3348

June 14, 2002

VIA FEDERAL EXPRESS

CT Corporation
660 East Jefferson Street
Tallahassee, FL 32301

CT
To Drop off
only Sec. of State
to file a mail-out
customer
Sent 6/25
To:

Re: Janet L. Schlanger Family Partners, L.P.

Gentlemen/Ladies:

Enclosed please find the Affidavit of Richard J. Miller, Jr. (attorney) and appropriate fee for filing with the Florida Department of State and for the issuance of a new Certificate stating that the limited partnership is registered to conduct business in Florida.

Please file this paperwork as soon as possible and feel free to let me know if you have any questions or require any additional information.

Very truly yours,

Tina A. Daley
Tina A. Daley, Assistant to
Richard J. Miller, Jr.


RJM/tad
Enclosures

AFFIDAVIT OF CORRECTION

I, RICHARD J. MILLER, JR., an attorney duly licensed to practice law in the State of New York do hereby state as follows:

1. On behalf of my client, Janet L. Schlanger, I prepared and filed (through CT Corporation) a Certificate of Limited Partnership for *Janet L. Schlanger Family Partners, L.P.* with the State of Delaware on April 1, 2002 (see copy annexed hereto as Exhibit "A").
2. I further prepared an Application By Foreign Limited Partnership For Authorization To Transact Business In Florida which was filed on my behalf by CT Corporation on May 29, 2002 (see copy annexed hereto as Exhibit "B"). Said application incorrectly recited that the "State of Formation" for the said partnership was New York.

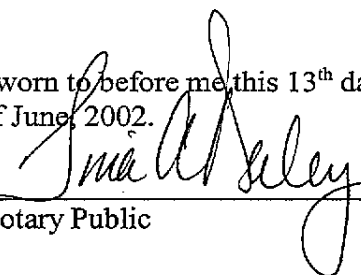
I now make this affidavit to induce the Department of State of the State of Florida to re-issue the certificate which recites that the partnership is registered to transact business in the State of Florida on May 29, 2002 (see copy annexed hereto as Exhibit "C") to correctly recite that Janet L. Schlanger Family Partners, L.P. is a Delaware partnership.



Richard J. Miller, Jr.

McNamee, Lochner, Titus & Williams, P.C.
75 State Street, P.O. Box 459
Albany, New York 12201-0459
(518) 447-3348

Sworn to before me this 13th day of June, 2002.



Notary Public

TINA A. FLEISCHMANN DALEY
Notary Public, State Of New York
No. 4905157
Qualified In Rensselaer County 9-14-05.
Commission Expires _____

FILED
02 JUN 17 PM 2:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

F:\Data\RJM\CLIENT\Schlanger\EP\Affidavit of Correction re - LP matter.wpd

APR 2 2002 2:52PM

CORPORATE TRUST CENTER

NO. 2266 DELAWARE
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 08:30 AM 04/01/2002
020206149 - 3508258

JANET L. SCHLANGER

FAMILY PARTNERS, L.P.


CERTIFICATE OF LIMITED PARTNERSHIP

1. The name of the Partnership is JANET L. SCHLANGER FAMILY PARTNERS, L.P.
2. The name and address of the registered agent of the Partnership is The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware.
3. The name and business address of the General Partner is as follows:
JANET L. SCHLANGER
ENTERPRISES, INC.
c/o Baratta and Goldstein
597 Fifth Avenue
New York, NY 10017

IN WITNESS WHEREOF, the General Partner has executed this Certificate of Limited Partnership as of the 15th day of March, 2002.

JANET L. SCHLANGER
ENTERPRISES, INC.

By:


Janet L. Schlanger, President

Filed By:

Richard J. Miller, Jr., Esq.
McNamee, Lochner, Titus & Williams
597 Fifth Avenue
New York, NY 10017
(212) 750-9700

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF "JANET L. SCHLANGER FAMILY PARTNERS, L.P.", FILED IN THIS OFFICE ON THE FIRST DAY OF APRIL, A.D. 2002, AT 8:30 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3508258 8100

020206149

AUTHENTICATION: 1699618

DATE: 04-03-02

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. JANET L. SCHLANGER FAMILY PARTNERS, L.P.
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. NEW YORK 4. 4/1/2002
(State of Formation) (Date of Formation)

5. C T Corporation System
(Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

C T Corporation System

**CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY**

Connie Bryan
(Agent must sign on this line)

8. 597 fifth avenue, 9th floor
New York, NY 10017
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
<u>JANET L. SCHLANGER</u>	<u>1281 GULF OF MEXICO DRIVE</u>
	<u>UNIT 802</u>
	<u>LONGBOAT KEY, FL 34228</u>

10. 597 FIFTH AVENUE, 9TH FLOOR, NEW YORK, NY 10017
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

12. OFFICES OF JOSEPH BARATTA

597 FIFTH AVENUE, 9TH FLOOR, NEW YORK, NY 10017

(Mailing Address of Limited Partnership)

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

This 30 day of APRIL, 2002

Janet L. Schlanger
General Partner

STATE OF FLORIDA

COUNTY OF SARASOTA

On this 30 day of APRIL, 2002

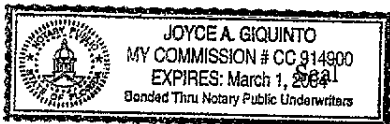
Janet Schlanger personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

Joyce A. Giquinto
(Notary Public Signature)

JOYCE A. GIQUINTO
(Notary's Printed Name)



My Commission Expires: MARCH 1, 2004

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared JANET L. SCHLANGER
a general partner of JANET L. SCHLANGER FAMILY PARTNERS, a (an) LP
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 750,000.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 750,000.00

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

This 30 day of APRIL, 2002

Janet Schlanger
General Partner

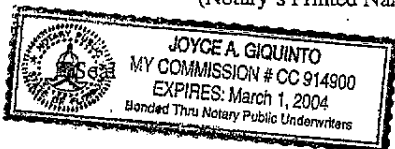
STATE OF FLORIDA
COUNTY OF SARASOTA

On this 30 day of APRIL, 2002

JANET SCHLANGER, personally appeared before me,

- who is personally known to me
 whose identity I proved on the basis of _____

Joyce A. Giquinto
(Notary Public Signature)
JOYCE A. GIQUINTO
(Notary's Printed Name)



My Commission Expires: MARCH 1, 2004

State of Florida



Department of State

I certify from the records of this office that JANET L. SCHLANGER FAMILY PARTNERS, L.P. is a New York limited partnership registered to transact business in the state of Florida on May 29, 2002.

The document number of this limited partnership is B02000000188.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Thirtieth day of May, 2002



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State