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ROBERT P. ROSS

November 18, 1999

VIA FEDEX

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Vero Partners, Inc.
The Fisher Family Limited Partnership

400003052744--0
-11/19/99--01077--008
1916.25 **78.75

Gentlemen:

Enclosed for filing, please find an original and one copy of the following:

1. Articles of Incorporation and Notice of Acceptance of Registered Agent of Vero Partners, Inc.
2. Certificate of Limited Partnership, Affidavit of Capital Contribution, and Acceptance of Appointment as Registered Agent of The Fisher Family Limited Partnership.

**PLEASE FILE THE ARTICLES OF INCORPORATION FOR VERO PARTNERS, INC.
BEFORE FILING THE DOCUMENTS FOR THE FISHER FAMILY LIMITED PARTNERSHIP.**

Please return a certified copy of Article of Incorporation and a certified copy of the Certificate of Limited Partnership in the enclosed, stamped, self-addressed envelope.

Also enclosed is our check for filing fees, designations of registered agents, and certified copies in the sum of \$1,916.25 for the following:

- | | |
|--|-------------------|
| 1. Filing fee for Articles of Incorporation of Vero Partners, Inc. | \$ 35.00 |
| 2. Fee for Designation of Registered Agent of Vero Partners, Inc. | \$ 35.00 |
| 3. Fee for certified copy of Articles of Incorporation | \$ 8.75 |
| 4. Filing fee for Limited Partnership | \$1,750.00 |
| 5. Filing fee for Designation of Registered Agent of Limited Partnership | \$ 35.00 |
| 6. Fee for certified copy of Certificate of Limited Partnership | \$ 52.50 |
| TOTAL | \$1,916.25 |

Should you have any questions, or need any further information, please contact me immediately.
Thank you for your assistance in this matter.

Sincerely,
R. P. Ross
Robert P. Ross, Esq.

RPR/pg
Enclosures
cc: Client
R:\Fisher\Dept of Corps.L1.wpd

FILED
99 NOV 19 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. VARNADORE NOV 24 1999

ARTICLES OF INCORPORATION

FILED
99 NOV 19 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of incorporation for said corporation.

1. The name of the corporation is Vero Partners, Inc.
2. The period of duration is perpetual.
3. The purpose is to engage in any activities of business except banking permitted under the laws of the United States and the State of Florida.
4. The Corporation shall have the authority to issue one thousand (1,000) shares, all of one class, one dollar (\$1.00) par value.
5. The address of its initial registered office is 4785 NW 76th Street, Coconut Creek, Florida 33073 and the name of its initial registered agent is ANNE W. ANGELOPOULOS.
6. The principal corporate address is 4785 NW 76th Street, Coconut Creek, Florida 33073 and its mailing address is 4785 NW 76th Street, Coconut Creek, Florida 33073.
7. The number of directors constituting its initial Board of Directors is one (1), whose name and address is:

<u>NAME</u>	<u>ADDRESS</u>
ANNE W. ANGELOPOULOS	4785 NW 76th Street, Coconut Creek, Florida 33073

8. The names and addresses of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
ANNE W. ANGELOPOULOS	4785 NW 76th Street, Coconut Creek, Florida 33073

9. Commencement of Corporate Existence: The Corporation shall commence its existence on the date of incorporation.

DATED this 18th day of November, 1999.


ANNE W. ANGELOPOULOS

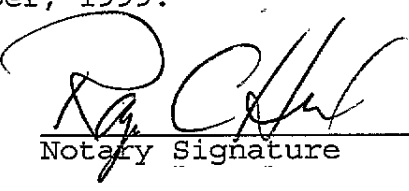
STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ANNE W. ANGELOPOULOS, known to me to be the person who executed the foregoing, that I relied upon the following form of identification of the above-named person: personally known and that an oath was not taken.

Witness my hand and official seal in the County and State last aforesaid this 18th day of November, 1999.



Roger C. Hurd
MY COMMISSION # CC660761 EXPIRES
August 21, 2001
BONDED THRU TROY FAIR INSURANCE INC



Notary Signature

Printed Notary Name

NOTICE OF ACCEPTANCE

The undersigned hereby accepts appointment as Registered Agent
for Vero Partners, Inc.

Anne W. Angelopoulos
ANNE W. ANGELOPOULOS

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me on 18th day
of November, 1999.



Roger C. Hurd
MY COMMISSION # CC660761 EXPIRES
August 21, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

RCH
(Signature of Notary Public)

(Print, Type or Stamp
Commissioned Name of
Notary Public)

Personally Known ✓ OR Produced Identification _____

Type of Identification Produced _____

FILED
99 NOV 19 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA