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ARTHUR J. BERK

848 BRICKELL AVENUE

SUITE 200

MIAMI, FLORIDA 33131

ADMITTED TO PRACTICE
IN FLORIDA AND
NORTH CAROLINA
(INACTIVE)

TEL: (305) 358-2050

FAX: (305) 375-9428

(305) 358-4916

July 19, 2000

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

via Federal Express

Gentlemen:

I am enclosing for filing in duplicate:

- 0000003336900--0
-07/24/00--01130--013
***1925.00 ***1802.50
1. Articles of Incorporation of Oliver South Beach, Inc.,
and
 2. Certificate of Limited Partnership of Oliver Ltd.

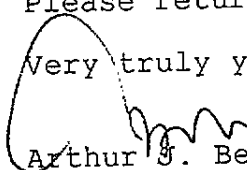
Please file the Articles of Incorporation first, and then the
Certificate of Limited Partnership.

Also enclosed is my check in the sum of \$1,925.00 to pay the
following:

- | | |
|----------------------------------|-----------|
| 1. Corporate filing fee of | \$ 122.50 |
| 2. Partnership filing fee | 1,750.00 |
| 3. Certified copy of Certificate | 52.50 |

Please return the copies to me at the above address

Very truly yours,


Arthur J. Berk

ajb/sl

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00 JUL 24 PM 2:07
TALLAHASSEE, FLORIDA

unt
7/28

CERTIFICATE OF LIMITED PARTNERSHIP
OLIVER, LTD.

The undersigned, desiring to form a limited partnership pursuant to the Florida Uniform Limited Partnership Act, hereby swear and certify as follows:

1. The name of the Partnership is Oliver, Ltd.
2. The business address of the Partnership is 848 Brickell Ave., Suite 200, Miami, Florida 33131.
3. The name and address of the agent for service of process required to be maintained pursuant to the Florida Statutes is Arthur J. Berk, Suite 200, 848 Brickell Ave., Miami, Florida 33131.
4. The names and the business addresses of the General Partner is:

Oliver South Beach, Inc.

848 Brickell Ave., #200
Miami, FL 33131

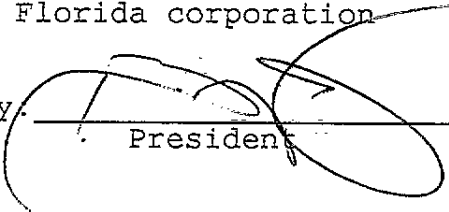
5. The mailing address of the limited partnership is:

Suite 200
848 Brickell Ave.
Miami, Florida 33131

6. The latest date upon which the partnership is to dissolve is December 31, 2010.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership this 19 day of July, 2000.

Oliver South Beach, Inc.
a Florida corporation

By. 

President

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

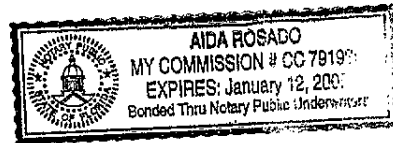
I HEREBY CERTIFY that before me personally appeared Bob B. Heyat as president of Oliver South Beach, Inc., a Florida corporation, to me well known or who has produced _____ as identification and who did (did not) take an oath, and he acknowledged before me that he executed the foregoing document in

such capacity, and the matters contained therein are true and correct.

WITNESS my hand and seal in the State and County last aforesaid this 19 day of July, 2000.

Aida Rosado
Public, State of Florida

My commission expires:



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00 JUL 24 PM 2:07
CLERK OF DISTRICT COURT
JAIL ROOM 1019 1000

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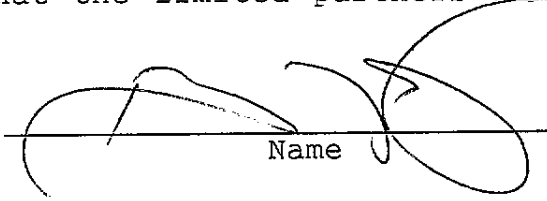
STATE OF FLORIDA
COUNTY OF DADE

Before me the undersigned authority, personally appeared Bob B. Heyat as president of Oliver South Beach, Inc., a Florida corporation, who being duly sworn, deposes and says:

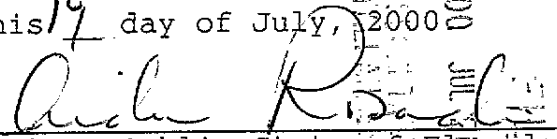
1. The corporation is the only General Partner of Oliver, Ltd., a Florida Limited Partnership.

2. The amount of the capital contributions of the Limited Partners of said Partnership total \$2,000,000.00.

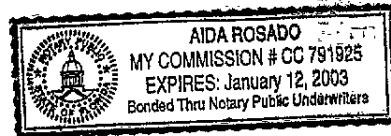
3. It is not anticipated that the limited partners will contribute any additional sums.


Name

SWORN TO AND SUBSCRIBED before me this 19 day of July, 2000

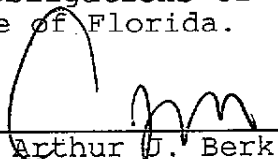

Notary Public State of Florida

My commission expires: _____



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Oliver, Ltd. at the place designated in the Limited Partnership Agreement, I am familiar with and accept the obligations of the position pursuant to the Statutes of the State of Florida.



Arthur J. Berk

7/19/2007

Date

FILED
00 JUL 26 PM 2:07
CLERK OF DISTRICT COURT
JUL 26 2007