

A01000000391



ACCOUNT NO. : 072100000032

REFERENCE : 082236 4306827

AUTHORIZATION : *Patucia Pizito*

COST LIMIT : \$ 140.00

FILED
01 MAR 19 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 19, 2001

ORDER TIME : 10:31 AM

ORDER NO. : 082236-005

CUSTOMER NO: 4306827

CUSTOMER: Ms. Judy Hoodiman
Abrams Anton, P.a.

200003877082--0

2021 Tyler Street

Hollywood, FL 33022

DOMESTIC FILING

NAME: SP FAMILY LTD.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry - EXT.

EXAMINER'S INITIALS: _____

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR 19 AM 11:30
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

AM
3/19

CERTIFICATE OF LIMITED PARTNERSHIP OF

SP FAMILY LTD.,
a Florida Limited Partnership

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned General Partners, desiring to form a limited partnership, pursuant to the Florida Revised Uniform Limited Partnership Law, hereby state the following:

1. The name of the partnership is *SP FAMILY LTD.*
2. The address of the office of the partnership is *2940 N.E. 188th Street, #111, Aventura, Florida 33180.* This is also the partnership's mailing address.
3. The name and address of the agent for service of process on the partnership is *Alan B. Cohn, Esquire, Abrams Anton P.A., 2021 Tyler Street, Hollywood, Florida 33020.*
4. The name and address of the General Partner is: *Aventura Rehab., Inc., 2940 N.E. 188th Street, #111, Aventura, Florida 33180.* P00000075986
5. The latest date upon which the partnership shall dissolve is fifty (50) years from the filing of this Certificate of Limited Partnership in the State of Florida.
6. Except as specifically provided in the Partnership Agreement, no Partner shall be entitled to contribute capital to the Partnership without the consent of the General Partners, to withdraw, or to a return of any part of their capital contribution or to receive property or other assets other than cash in return thereof, and the General Partners shall not be liable for the return of all or any portion of the Limited Partners' contribution.
7. All annual net profits of the partnership shall be divided among the partners in the same proportions as the partners' then capital accounts unless retained for partnership investments and business activities unless as set forth in Article IV of the Partnership Agreement.

8. There are priority distributions to Limited Partners over other Limited Partners with respect to distributions as set forth in Article IV of the Partnership Agreement.

9. A Limited Partner may not demand property other than cash in return for its contributions.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of *SP FAMILY LTD.*, this 16, day of March, 2001.

Witnesses:

GENERAL PARTNER:
Aventura Rehab., Inc.

By _____

Alan B. Cohn Esq.
Authorized Representative

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MAR 19 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent for *SP FAMILY LTD.*, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



ALAN B. COHN, ESQ.

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01 MAR 19 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned, personally appeared *Alan B. Cohn, Esq., as Authorized Representative of AVENTURA REHAB., INC., the General Partner of SP FAMILY LTD.,* a Florida limited partnership, who, upon being duly sworn, certifies as follows:

The amount of capital contributions to the partnership made by all of the Limited Partnership is as follows:


\$500.00

The amount of additional capital contribution anticipated to be contributed by each Limited Partner is as follows: -0-

FURTHER, AFFIANT SAYETH NAUGHT.

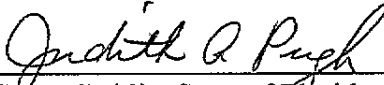
Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:
Aventura Rehab, Inc.

By: 
Alan B. Cohn, Esq.,
Authorized Representative

FILED
MAR 19 PM 3:45
CLERK OF COUNTY OF BROWARD
TALLAHASSEE, FLORIDA

The foregoing Affidavit was subscribed and acknowledged before me by *Alan b. Cohn, Esq. the Authorized Representative of Aventura Rehab., Inc., the general partner of SP FAMILY LTD., a Florida limited partnership,* who is personally known to me or who has produced N/A as identification, on this 16 day of March, 2001.


Notary Public, State of Florida

OFFICIAL NOTARY SEAL
JUDITH A FUGH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC776899
MY COMMISSION EXP. OCT. 17, 2002