

A010001641



Gator Investments

December 11, 2001

VIA FEDERAL EXPRESS TRACKING NO. 7917-2549-3759

Division of Corporations
Secretary of State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

200004720782--2
-12/12/01--01058--001
****191.25 ****105.00

RE: Gator Cincinnati Partners, LLLP

Ladies and Gentlemen:

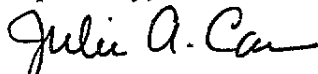
Enclosed herewith, please find the following in order to form and qualify Gator Cincinnati Partners, LLLP as a Florida limited liability limited partnership:

1. Certificate of Limited Partnership
2. Affidavit of Capital Contribution
3. Statement of Qualification for Florida Limited Liability Limited Partnership
4. Check in the amount of \$191.25 for the following:
 - \$ 70.00 Limited Partnership Filing Fee
 - 25.00 Statement of Qualifications for Florida Limited Liability Limited Partnership
 - 35.00 Registered Agent Designation
 - 52.50 Certified Copy of Limited Liability Limited Partnership Qualification
 - 8.75 Certificate of Status of Florida Limited Liability Limited Partnership

Also enclosed is a prepaid Federal Express Envelope to send the Certified Copy and Certificate of Status by FedEx to this office, Attention: Julie A. Carson, at the address printed on this letterhead.

Should you have any questions, or if for any reason you are unable to form and qualify Gator Cincinnati Partners, LLLP, please call me at 305-949-9049 x15. Thank you in advance for your attention to this request.

Respectfully,


Julie A. Carson
Paralegal

Enclosures

FILED
DEC 12 12:37
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

- 1. Gator Cincinnati Partners, LLLP
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

- 2. 1595 NE 163rd Street, North Miami Beach, Florida 33162
(Business address of Limited Partnership)

- 3. James A. Goldsmith
(Name of Registered Agent for Service of Process)

- 4. 1595 NE 163rd Street, North Miami Beach, Florida 33162
(Florida street address for Registered Agent)

- 5. [Signature]
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

- 6. 1595 NE 163rd Street, North Miami Beach, Florida 33162
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: December 1, 2100
8. Name(s) of general partner(s): _____ Street address: _____

Gator Cincinnati Investors, Inc., a Florida corporation
901-115204

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 6th day of December, 2001

Signature of all general partners:

Gator Cincinnati Investors, Inc.

General Partner

By: [Signature]
James A. Goldsmith, President

General Partner

General Partner

General Partner

General Partner

2001 DEC 12 PM 12:37
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of _____
Gator Cincinnati Partners, LLLP

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 10,000.

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 10,000.

Signed this 6th day of December, 2001.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

BY: Gator Cincinnati Investors, Inc.
General Partner
James A. Goldsmith, President
General Partner

General Partner

General Partner

General Partner

FILED
2001 DEC 12 PM 12:37
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA