



Gator Investments

November 17, 2004

VIA FEDERAL EXPRESS TRACKING NO. 7927 8036 0022

Phone: (850) 245-6051
Florida Department of State
Registration Section
ATTN: Mr. Lee Rivers
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

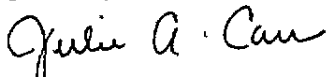
**RE: Statement of Qualification for Florida Limited Liability Limited Partnership
Gator Hialeah Partners, LLLP**

Dear Mr. Rivers:

Enclosed please find an original executed Statement of Qualification for Florida Limited Liability Limited Partnership for Gator Hialeah Partners, LLLP with a check in the amount of \$52.50 for a Certified Copy of same. Please return to me in the Self Addressed Federal Express Envelope, Tracking Number 7921 3909 2471, enclosed.

Should you have any questions, please call me at 305-949-9049 x 15. Thank you in advance for your attention to this matter.

Respectfully,



Julie A. Carson
Paralegal

Enclosures

cc James A. Goldsmith
Douglas S. Miska
Barton S. Udell, Esq.
Martin Stelling

2004 NOV 24 PM 4: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



Gator Investments

November 22, 2004

VIA FEDERAL EXPRESS TRACKING NO. 7919 8558 0075

Phone: (850) 245-6051

Florida Department of State

Registration Section

ATTN: Mr. Lee Rivers

409 East Gaines Street

Tallahassee, FL 32399

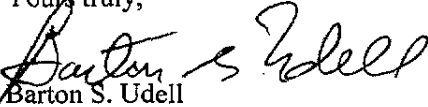
RE: Certificate Of Amendment To Certificate Of Limited Partnership Of
Gator Hialeah Partners, LLLP

Dear Lee:

Please find attached the Certificate Of Amendment To Certificate of Limited Partnership Of Gator Hialeah Partners, LLLP ("Amendment") that you discussed with Julie A. Carson of this office, together with a check in the amount of \$25.00. Please attach this Amendment to the revised Statement of Qualification sent to you on November 17, 2004, and file them in the office of the Secretary of State.

Should you need anything further, do not hesitate to contact me.

Yours truly,



Barton S. Udell
Counsel

Cc: James A. Goldsmith
Martin Stelling
Douglas Miska
Julie A. Carson

BSU:jm
Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATEMENT OF QUALIFICATION FOR
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership as identified in the records of the Florida Department of State:
Gator Hialeah Partners, LLLP

Insert limited partnership's Florida document number: **A02000000756**

or

Attach Certificate of Limited Partnership, Affidavit of Capital Contributions and applicable limited partnership filing fees.

2. The complete name of the entity after filing Statement of Qualification shall be:

Gator Hialeah Partners, LLLP

(Must include LLLP or L.L.L.P.)

3. The street address of its chief executive office: _____
(if different from current recorded address): _____

4. The street address of principal office in Florida: _____
(if different from above) _____

5. The limited partnership hereby elects to be a limited liability limited partnership.

6. The effective date of this filing shall be:

as of the date this document is filed with the Florida Secretary of State

or

_____ a date later than the time of filing: _____

7. The name and Florida street address of the partnership's agent for service of process:

James A. Goldsmith

1595 NE 163rd Street

North Miami Beach, Florida **33162**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2004 NOV 24 PM 4: 14

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The execution of this statement as a partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Signed this 17th day of May, 2002
Gator Hialeah Investors, Inc.

Signature of TWO Partners:

By:

Typed or printed names of partners signing above: **James A. Goldsmith, President**

Douglas S. Miska

Filing Fee: \$25.00

Certified Copy (optional): \$52.50

Certificate of Status (optional): \$8.75

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

Gator Hialeah Partners, LLLP

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on May 20, 2002, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

The signature for the revised Statement Of Qualification For Florida Limited Liability Limited Partnership, filed herewith, is corrected as shown thereon to add the signature of the Corporate general partner.

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TALLAHASSEE, FLORIDA

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner: GATOR HIALEAH INVESTORS, INC., sole general partner

By: _____
James A. Goldsmith, President

Signature(s) of ^{limited} new general partner(s), if applicable:

James A. Goldsmith

Douglas S. Miska

[Handwritten Signature]