

A96000001993

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

800-342-8086



PRESTIGE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 134088 4306424

AUTHORIZATION : *Patricia Pijuta*

COST LIMIT : \$ 140.00

ORDER DATE : October 28, 1996

ORDER TIME : 9:54 AM

ORDER NO. : 134088-005

CUSTOMER NO: 4306424

400001987154--6

CUSTOMER: Debra Kirschner, Legal Asst  
STEEL HECTOR & DAVIS

41st Floor, Ste. 4000  
200 S. Biscayne Boulevard  
Miami, FL 33131-2398

DOMESTIC FILING

NAME: KENDALL COVE, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

*DWL*

10/28/96

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
96 OCT 28 PM 2: 51

RECEIVED  
96 OCT 29 AM 11: 28  
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**KENDALL COVE, LTD.**

FILED STATE  
SECRETARY OF CORPORATIONS  
96 OCT 28 PM 12:51

The undersigned General Partner of Kendall Cove, Ltd., a Florida limited partnership (the "Partnership"), desiring to adopt a certificate of limited partnership of Kendall Cove, Ltd. (the "Certificate"), pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act"), hereby certifies as follows:

1. Name: The name of the Partnership is Kendall Cove, Ltd.
2. Recordkeeping Office, Principal Place of Business, and Mailing Address: The Partnership's recordkeeping office, principal place of business and mailing address is 200 South Biscayne Boulevard, Miami, Florida 33131.
3. Initial Registered Agent: The name of the initial registered agent of the Partnership is Paul L. Cejas. The street address of the initial registered agent in the State of Florida is 200 S. Biscayne Blvd., Suite 2410, Miami, Florida 33131.
4. Name and Address of General Partner: The name and address of the general partner of the Partnership is PLC Cove, Inc., 200 South Biscayne Boulevard, Suite 2410, Miami, Florida 33131.  
P96000087080
5. Term: The term of the Partnership is until December 31, 2046, unless such term is extended under applicable law and the Partnership's limited partnership agreement, or sooner terminated under applicable law and the limited partnership agreement.
6. Affidavit re: Capital Contribution: An affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners is attached hereto as Exhibit "A".
7. Controlling Agreement: This Certificate summarizes information regarding the Partnership required under the Act but is qualified entirely by reference to the complete agreement of the partners to be embodied in a limited partnership agreement, which agreement shall include provisions not summarized in this Certificate and shall be controlling for all purposes.

[SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, this Certificate has been executed by Paul L. Cejas, as President of PLC Cove, Inc., the general partner of the Partnership, this 23 day of October, 1996.

General Partner:

PLC COVE, INC., a Florida corporation

By: \_\_\_\_\_

Paul L. Cejas  
President

(Seal)

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DIVISION OF CORPORATIONS  
95 OCT 28 PM 12:51

State of Florida            )  
  ) SS:  
County of Dade             )

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Paul L. Cejas, who acknowledged before me that he executed the foregoing Certificate of Limited Partnership as the President of PLC Cove, Inc., a Florida corporation, the general partner of Kendall Cove, Ltd., who is personally known to me or has produced \_\_\_\_\_ as identification.

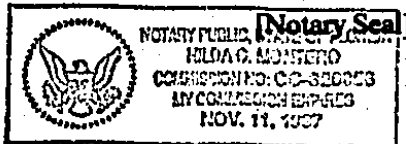
In Witness Whereof, I have hereunto set my hand and official seal in the State and County aforesaid, this 23 day of October, 1996.

*Hilda C. Montero*

Notary Public, State of Florida

Print Name: *Hilda C. Montero*

My commission expires:



**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

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

  
\_\_\_\_\_  
Paul L. Cejas  
Registered Agent

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EXHIBIT "A"

AFFIDAVIT RE: CAPITAL CONTRIBUTIONS  
OF  
KENDALL COVE, LTD.

COMES NOW, PAUL L. CEJAS the PRESIDENT of PLC COVE, INC., the general partner of KENDALL COVE, LTD. (the "Limited Partnership"), who deposes and states as follows:

1. The initial capital contributions of the limited partners of the Limited Partnership are as follows:

<u>Name</u>	<u>Amount of Contribution</u>
<u>PAUL L. CEJAS</u>	
<u>HILDA MONTERO, AS TRUSTEE</u>	<u>\$ 49,500.00</u>
<u>FOR PABLO &amp; M. CHRISTIANNE CEJAS</u>	

2. The initial capital contribution of the general partner of the Limited Partnership is as follows:

<u>Name</u>	<u>Amount of Contribution</u>
<u>PLC COVE, INC.</u>	<u>\$ 50.00</u>

3. To the best of my knowledge, the limited partner anticipates making additional capital contributions to the Limited Partnership, however the amount of such additional capital contributions is unknown at this time. A supplemental affidavit as required by Section 620.112 will be filed when appropriate.

4. Affiant further saith naught.

General Partner:

PLC COVE, INC., a Florida corporation

By: \_\_\_\_\_

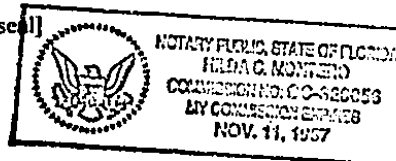
Paul L. Cejas  
President

Sworn to and subscribed before me this 23 day of October, 1996, by Paul L. Cejas, the President of PLC COVE, INC., the general partner of KENDALL COVE, LTD., a Florida limited partnership, who is personally known to me/has produced \_\_\_\_\_ as identification.

(type of identification)

Hilda Montero  
Notary Public, State of Florida  
Print Name: Hilda C. Montero  
My commission expires:

[Notary seal]



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SECRETARY OF CORPORATIONS  
OCT 28 PM 12:51

**A9600000 1993**

315 SOUTH CALHOUN STREET  
 Address  
 Tallahassee, Florida 32301  
 City/State/Zip Phone #  
 224-7000

700002065927--5  
 -01/23/97--01043--012  
 Office Use Only \*\*\*\*\*52.50

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Kendall Cove, Ltd  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in       Pick up time       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

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 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 97 JAN 23 AM 9:49  
 97 JAN 23 PM 2:31

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

1/23/97  
BPC

Examiner's Initials	
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SECRETARY OF CORPORATIONS  
DIVISION C  
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CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
KENDALL COVE, LTD.

Pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act, the Undersigned hereby adopts the following Amendments to the Certificate of Limited Partnership originally filed with the Florida Secretary of State's Office on October 28, 1996, under file number A96000001993:

1. The name of the limited partnership is KENDALL COVE, LTD.
2. The original Certificate of Limited Partnership was filed with the Florida Secretary of State on October 28, 1996.
3. The Certificate of Limited Partnership is hereby amended by the insertion of a new Section 8 to read in its entirety as follows:

"Section 8

Purpose and Powers of the Partnership: The sole and exclusive business and purpose of the Partnership shall be (i) to acquire, invest in, hold, manage, lease, operate, finance, refinance, own, improve, renovate, develop maintain and repair, construct improvements upon, sell, lease, mortgage or otherwise encumber and ultimately dispose of the property located at 8500-8650 S.W. 109th Avenue, Miami, Florida 33176; and (ii) to engage in such other lawful activities as are necessary or incidental to the purpose and business of the Partnership. Except by the written agreement and decision of all of the Partners, the Partnership shall not engage in any other business or activity. Notwithstanding anything in this Certificate or the Limited Partnership Agreement of the Partnership (the "Partnership Agreement") to the contrary, so long as any obligations of the Partnership to the Federal National Mortgage Association, a United States governmental agency, its successors or assigns remain outstanding and not paid in full, this Section 8 shall not be amended in any respect without the prior written consent of the Federal National Mortgage Association."

The undersigned Sole General Partner of the Partnership has authorized the above amendments and has executed this Amendment to Certificate of Limited Partnership on the date indicated.

SOLE GENERAL PARTNER:

PLC COVE, INC.

Date: January 16, 1997

By: Paul L. Casas

Paul L. Casas, President