

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

A96000002076



PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 152303 7105923

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 12, 1996

ORDER TIME : 1:42 PM

ORDER NO. : 152303-005

CUSTOMER NO: 7105923

CUSTOMER: Mr. Barry A. Nelson
NELSON & LA FEMINA, P.A.

One Turnberry Place, 19495
Biscayne Blvd., Suite 609
North Miami Bea, FL 33180-2320

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 NOV 12 PM 3:15

000002005780-00
-11/15/96--01022--025
***1837.50 ***1837.50

DOMESTIC FILING

NAME: ARNOLD R. MEYER FAMILY LIMITED
PARTNERSHIP

EFFECTIVE DATE:

G. TAX	_____
FILING	1750.00
R. AGENT FEE	35.00
G. COPY	52.50
TOTAL	1837.50
N. BANK	_____
BALANCE DUE	_____
REMARK	_____

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: Deborah Schroder

EXAMINER'S INITIALS: MS

RECEIVED
96 NOV 12 PM 2:39
DIVISION OF CORPORATIONS

11/12/96

**CERTIFICATE OF LIMITED PARTNERSHIP OF
ARNOLD R. MEYER FAMILY LIMITED PARTNERSHIP
A FLORIDA LIMITED PARTNERSHIP**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 12 PM 3:15

The undersigned Officer of the General Partner desiring to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is the **ARNOLD R. MEYER FAMILY LIMITED PARTNERSHIP**.
2. The address of the office of the Partnership is: 2999 NE 191st Street, Suite 402, North Miami Beach, Florida, 33180.
3. The name of the initial registered agent is Barry A. Nelson. The address of the agent for service of process of the Partnership is: c/o Nelson & La Femina, P.A., One Turnberry Place, Suite 609, 19495 Biscayne Boulevard, N. Miami Beach, FL, 33180.
4. The name and business address of the General Partner is: Arnold R. Meyer Family Holdings, Inc., c/o Arnold R. Meyer, 2999 NE 191st Street, Suite 402, North Miami Beach, Florida, 33180. *8960000 86488*
5. The mailing address of the Partnership is the **ARNOLD R. MEYER FAMILY LIMITED PARTNERSHIP, 2999 NE 191st Street, Suite 402, North Miami Beach, Florida, 33180.**
6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2046, unless the Partners agree to extend the term.

This Certificate is duly executed and is being filed in accordance with section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

The execution of this Certificate by the undersigned Officer of the 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 **ARNOLD R. MEYER** an Officer of **ARNOLD R. MEYER Family Holdings, Inc., c/o Arnold R. Meyer FAMILY HOLDINGS, INC.** the General Partner of **ARNOLD R. MEYER FAMILY LIMITED PARTNERSHIP** this 31st day of October, 1996.

**ARNOLD R. MEYER FAMILY LIMITED
PARTNERSHIP**

By: *Arnold R. Meyer*
Name: **ARNOLD R. MEYER**
as President of
**ARNOLD R. MEYER Family Holdings, Inc., c/o
Arnold R. Meyer FAMILY HOLDINGS, INC.,
General Partner**

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 12 PM 3:15

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, the undersigned an Officer of the general partner of the ARNOLD R. MEYER FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, certifies as follows:


The amount contributed and anticipated to be contributed by the limited partners at this time totals Ten Million (\$10,000,000) Dollars.

This 31st day of October, 1996.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

ARNOLD R. MEYER FAMILY
LIMITED PARTNERSHIP

By: 
Name: ARNOLD R. MEYER
as President of
ARNOLD R. MEYER Family Holdings, Inc., c/o
Arnold R. Meyer FAMILY HOLDINGS INC.,
General Partner

STATE OF FLORIDA)
)ss.:
COUNTY OF DADE)

FILED STATE
SECRETARY OF CORPORATIONS
96 NOV 1 1996

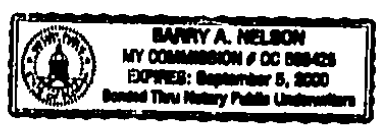
I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared ARNOLD R. MEYER, personally known to me ~~who has produced~~ _____ (type of identification) and has acknowledged before me that said person executed the foregoing freely and voluntarily for the purpose therein expressed, who did take an oath.

WITNESS my hand and official seal at said County and State, this 31st day of October, 1996.



NOTARY PUBLIC, State of Florida

My Commission Expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

FILED STATE
SECRETARY OF CORPORATIONS
95 NOV 12 PM 3 15

Having been named as registered agent for the **ARNOLD R. MEYER FAMILY LIMITED PARTNERSHIP**, 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 the registered agent.

By: 
BARRY A. NELSON

10/31/98
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