

A96000002190

1201 HAYS ST
TALLAHASSEE, FL 32301-3907
904-222-9171
904-222-9399



networks

PRESTIGE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 171372 4303929

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$140⁰⁰

FILED
96 DEC -2 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 2, 1996

ORDER TIME : 10:0 AM

ORDER NO. : 171372-005

CUSTOMER NO: 4303929

CM
\$140.00 - FF

700002016837--6

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: BLUMBERG/BRICKELL, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

RECEIVED
96 DEC -2 AM 11:19
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP

OF

BLUMBERG/BRICKELL, LTD.

FILED
95 DEC -2 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 620.108 of the Revised Uniform Limited Partnership Act (the "Act"), the undersigned being all of the General Partners of BLUMBERG/BRICKELL, LTD., hereby duly execute and file with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is BLUMBERG/BRICKELL, LTD.
2. The business address and the mailing address of the limited partnership is c/o American Ventures Corporation, 255 Alhambra Circle, Coral Gables, Florida 33134.
3. The name of the registered agent for service of process required by Section 620.105 of the Act is Agnes Arcia.
4. The Florida street address for the registered agent is 255 Alhambra Circle, Coral Gables, Florida 33134.
5. **Agent Acceptance of Appointment of Registered**

Having been named the statutory registered agent of BLUMBERG/BRICKELL, LTD., at the place designated in this Certificate of Limited Partnership of BLUMBERG/BRICKELL, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by Section 620.192 of the Act and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.



Agnes Arcia, Registered Agent

- 946-77548
6. The name and business address of the general partner is as follows: BLUMBERG/BRICKELL, INC., c/o American Ventures Corporation, 255 Alhambra Circle, Coral Gables, Florida 33134.
 7. The latest date upon which the limited partnership is to dissolve is December 31, 2016.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on this 26th day of November, 1996 in accordance with Section 620.114 of the Act.

BLUMBERG/BRICKELL, INC.,
a Florida corporation, general partner


By: Philip F. Blumberg, President

FILED
96 DEC -2 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

The undersigned, being the sole General Partner of BLUMBERG/BRICKELL, LTD., a Florida limited partnership, hereby certifies as follows:

1. The amount of capital contributions to date of the limited partners is \$0.00.
2. The total amount of contributed and anticipated to be contributed by the limited partners at this time totals \$ 100.00.

FURTHER AFFIANT SAYETH NOT.

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.

BLUMBERG/BRICKELL, INC.,
a Florida corporation, general partner


By: Philip F. Blumberg, President



THE UNITED STATES CORPORATION COMPANY

A96000002190

ACCOUNT NO. : 072100000032

REFERENCE : 313936 4303929

AUTHORIZATION :

600002167786---9

COST LIMIT : \$ PRE-PAID

-05/06/97--01096--008

***1039.50 ***1039.50

ORDER DATE : April 1, 1997

ORDER TIME : 9:17 AM

ORDER NO. : 313936-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -1 PM 2:32

DOMESTIC AMENDMENT FILING TAX

NAME: BLUMBERG/BRICKELL, LTD.

EFFECTIVE DATE:

FILING _____
R. AGENT FEE 4,039.50
C. COPY _____
TOTAL 4,039.50
N. BANK _____
BALANCE DUE _____
REFUND _____

- SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
- RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: NYK

5/1/97
NYK
MAY 5 1997

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
BLUMBERG/BRICKELL, LTD.
A FLORIDA LIMITED PARTNERSHIP

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
91 MAY -1 PM 2: 32

THE UNDERSIGNED, constituting all of the general partners of BLUMBERG/BRICKELL, LTD., a Florida limited partnership (the "Partnership"), executed this supplemental affidavit filed pursuant to §620.112, Florida Statutes.

The total amount of capital contributions of the limited partners to date is \$148,500.00.

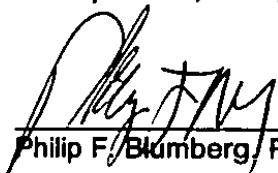
EXECUTED as of this 17th day of January, 1997.

FURTHER AFFIANT SAYETH NOT.

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.

BLUMBERG/BRICKELL, INC.,
a Florida corporation, sole general partner

BY:


Philip F. Blumberg, President