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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 200524 7105923 600002050616--2

AUTHORIZATION :

-01/08/97--01056--023
***1837.50 ***1837.50

COST LIMIT : \$ PRE-PAID

ORDER DATE : December 24, 1996

ORDER TIME : 9:47 AM

ORDER NO. : 200524-005

CUSTOMER NO: 7105923

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

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

CM

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56 DEC 24 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: THE GENET FAMILY LIMITED
PARTNERSHIP

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: _____

RECEIVED
96 DEC 24 AM 11:11
DIVISION OF CORPORATION

**CERTIFICATE OF LIMITED PARTNERSHIP OF
THE GENET FAMILY LIMITED PARTNERSHIP
A FLORIDA LIMITED PARTNERSHIP**

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:

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TALLAHASSEE FLORIDA

1. The name of the Partnership is the **GENET FAMILY LIMITED PARTNERSHIP**.

2. The address of the office of the Partnership is: **4014 Chase Avenue, Suite 214, Miami Beach, Florida, 33140.**

3. The address of the agent for service of process of the Partnership is: **c/o Barry A. Nelson, Esq., Nelson & La Femina, One Turnberry Place, Suite 609, 19495 Biscayne Boulevard, Aventura, Florida, 33180** and the name of the initial registered agent is **Barry A. Nelson, Esq.**

4. The name and business address of the General Partner is: **Genet Family Holdings, Inc., 4014 Chase Avenue, Suite 214, Miami Beach, Florida, 33140.**

5. The mailing address of the Partnership is the **GENET FAMILY LIMITED PARTNERSHIP, 4014 Chase Avenue, Suite 214, Miami Beach, Florida, 33140.**

6. The latest date upon which the Partnership shall dissolve is no later than **December 31, 2047, unless the Partners agree to extend the term.**

96-102066

This Certificate is duly executed and is being filed in accordance with section 620.108 of the Florida Revised Uniform Limited Partnership Act (1988).

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 E.M.B. GENET, an Officer of GENET FAMILY HOLDINGS, INC., the General Partner of the GENET FAMILY LIMITED PARTNERSHIP this 23rd day of December, 1996.

GENET FAMILY LIMITED PARTNERSHIP

By: *E.M.B. Genet*
Name: E.M.B. GENET
as President of
GENET FAMILY HOLDINGS, INC.,
General Partner

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, the undersigned an Officer of the general partner of the GENET 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 24 Million (Four Million) Dollars.

This 23 day of December, 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.

GENET FAMILY LIMITED PARTNERSHIP

By: 
Name: **E.M.B. GENET**
as President of
GENET FAMILY HOLDINGS, INC.,
General Partner

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TALLAHASSEE, FLORIDA

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

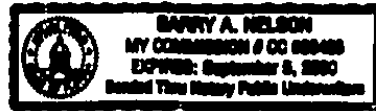
I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared EVELYN GENET as President of GENET FAMILY HOLDINGS, INC., personally known to me ~~or who has produced~~ _____ ~~(type of identification)~~ and has acknowledged before me that said person 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 21st day of December, 1996.



NOTARY PUBLIC, State of Florida

My Commission Expires:



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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the GENET 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, ESQ.

12/18/98
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TALLAHASSEE, FLORIDA