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Roy F. Lustig, P.A.

ATTORNEY AT LAW 2600 DOUGLAS ROAD 911 DOUGLAS CENTRE CORAL GABLES, FLORIDA 33134

TELEPHONE: (305) 442-1731

TELECOPIER: (305) 443-9716

September 15, 1998

VIA UPS N 374 927 874 9 Florida Dept. of State Division of Corporations 409 E. Gaines Street

Tallahassee, FL 32399

***1846.25 ***1846.25

Attn: Registration Section

Certificate of Limited Partnership and Affidavit of Capital Contribution of Kemo RE: Sabe, Ltd., a Florida Limited Partnership

To Whom It May Concern:

Enclosed please find the original Certificate of Limited Partnership and Affidavit of Capital Contribution of Kemo Sabe, Ltd., a Florida Limited Partnership along with my trust account check No. 24363 in the amount of \$1,846.25 made payable to The Florida Department of State. Said check represents the following amounts:

Register Agent designation Certified copy Filing Fees Certificate	\$ 35.00 \$ 52.50 \$1,750.00 \$ 8.75	8 SEP 22	SECRETARY VISION OF OU
	\$1,846.25	70	주유() 유 S
Total	ght envelope for return of th	e certified	ATA ATE

Additionally, enclosed please find a return prepaid overnight envelope for r

copy and certificate concerning the Limited Partnership. Name Availability our immediate to this matter would be appreciated. Docymentery truly your Examiner C erifyer RRL/emt

DCC Acknowledgement D-\MyFiles\Dept_of State-Kem

Sabe ltr.wpd

W. P. Verifyer

Roy R. Lustig, P.A.

ATTORNEY AT LAW
2600 DOUGLAS ROAD
911 DOUGLAS CENTRE
CORAL GABLES, FLORIDA 33134

TELEPHONE: (305) 442-1731

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September 18, 1998

Ms. Diane Cushing
Corporate Specialist
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399
Delivered of UPS Next Day Air No. N385 3137 03 3

Re:

Certificate of Limited Partnership and Affidavit of Capital Contribution of Kemo

Sabe, Ltd., a Florida Limited Partnership

Ref Number: W98000021240

Dear Ms. Cushing:

Pursuant to your letter of September 17, 1998 enclosed please find the above referenced Certificate with the corrections requested, along with a copy of your letter.

Additionally, enclosed please find a return prepaid overnight envelope for the reutn of the certified copy and Certificate concerning the Limited Partnership.

Thank you for your attention on this matter.

ery truly yours,

ROY R.

. KUSTIG

KKI JS

Fncc



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

September 17, 1998

ROY R. LUSTIG, P.A. 2600 DOUGLAS ROAD 911 DOUGLAS CENTRE CORAL GABLES, FL. 33134

SUBJECT: KEMO SABE, LTD. Ref. Number: W98000021240

We have received your document for KEMO SABE, LTD. and your check(s) totaling \$1846.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective day must be specific and cannot be prior to the date of filing.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Letter Number: 898A00047084

Diane Cushing Corporate Specialist

CERTIFICATE OF LIMITED PARTNERSHIP AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF KEMO SABE, LTD., Florida Limited Partnership

THE UNDERSIGNED, having formed a Limited Partnership in accordance with the laws of the State of Florida, does hereby under the penalties of perjury certify as follows:

- 1. The name of the Limited Partnership is KEMO SABE, LTD. (the "Limited Partnership").
- 2. The character of the business to be transacted by the Limited Partnership is the business of owning and leasing a building known as the Town Executive Center located at 6100 Glades Road, Boca Raton, Florida 33434, and in connection therewith to improve, maintain, mortgage or otherwise encumber, lease, sell, assign, transfer or otherwise dispose of said building. In furtherance of the business and singular purpose of the Limited Partnership, the Limited Partnership has the power to do any and all other things whatsoever necessary or desirable in connection with the foregoing or otherwise contemplated by the Agreement of Limited Partnership (the "Agreement").
 - 3. The principal place of business and mailing address of the Limited Partnership shall be:

1048 Kane Concourse Bay Harbor, Florida 33154

4. The name and street address of the General Partner is as follows:

General Partner

The Kemo Sabe Company, a Florida Corporation 2600 Douglas Road - Suite #911 Coral Gables, Florida 33134

SECRETARY OF STATE DIVISION OF CORPORATIONS

- 5. The name and address of the Registered Agent for Service of Process is: Alan E. Greenfield, Esq., 2600 Douglas Road, Suite 911, Coral Gables, Florida 33134.
- 6. The Limited Partnership commences upon filing with the Florida Department of State.. The partnership shall continue until December 31, 2073, unless sooner dissolved and terminated.
- 7. The amount the limited partners have contributed to date is \$1,051,810.00 to the capital of the Partnership.
- 8. The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals: \$1,051,810.00.
- 9. The Agreement contains no provision with respect to the return of the capital contribution of the Limited Partners except that the Limited Partners shall share according to their respective partnership interest in the proceeds from the sale, refinancing, of all or part of the partnership property and in the proceeds from the termination and dissolution of the Partnership.
- 10. The Limited Partners have, in the aggregate, Ninety nine (99.5%) percent of the Partnership profits.

- 11. A Limited Partner may be substituted as an assignee or as a contributor with the consent of the General Partner.
- 12. No right is given to any Limited Partner to admit additional Partners except that the Agreement permits the General Partner to admit a person as a substituted Limited Partner in the place of a Limited Partner who has defaulted in making any additional capital contributions required by the Agreement.
- 13. No right is given to any Limited Partner to priority over other Limited Partners as to contribution or as to compensation by way of income.
- 14. No Limited Partner has the right to demand and receive property other than cash in return for their contribution.
- 15. This Certificate of Limited Partnership is being executed and filed with the State of Florida, Department of State pursuant to Section 620.31, Florida Statutes.

UNDER PENALTIES OF PERJURY, the undersigned has read the foregoing and knows the contents thereof and the facts stated herein are true and correct.

Dated this 8 day of September, 1998.

General Partner:
THE KEMO SABE COMPANY
a Florida Corporation

By:
ROY R. LUSTIG, President

STATE OF FLORIDA)

(SS. COUNTY OF DADE)

I HEREBY CERTIFY that, on this day, before me, an officer duly authorized in the State and County aforesaid, to administer oaths and take acknowledgments, personally appeared ROY R. LUSTIG, as President of THE KEMO SABE COMPANY, as the general partner under KEMO SABE, Ltd., a Florid Limited Partnership, who, after being duly sworn, acknowledged before me the execution of the foregoing instrument for the purposes therein expressed, and who is personally known to me [] or produced a picture identification[].

WITNESS my ad and official seal in the County and State last aforesaid, this Bday of

September, 1998.

TARY PUBLIC, State of Florida at

My Commission Expires:

JULIETA SANTAYANA Notary Public, State of Florida

The undersigned does hereby accept designation as Registered Agent for Service of Process.

ALAN E. GREENFIELD, ESQ.