

Document Number Only

A98000002260

CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

300002652383--4

-09/30/98-01047-019

***1785.00 ***1785.00

Kendall Flexspace, LTD.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 SEP 30 PM 12:58

☐ Profit
☐ NonProfit
☐ Limited Liability Co.
☐ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☒ Limited Partnership
☐ Reinstatement

☐ Annual Report
☐ Name Registration
☐ Fictitious Name

☐ Other
☐ Change of R.A.
☐ UCC

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready
☒ Walk In
☐ Mail Out

☐ Call if Problem
☐ Will Wait

☐ After 4:30
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Examiner

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Verifier

Acknowledgment

W.P. Verifier

SEP 30 1998

Thanks
Jeff

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98 SEP 30 AM 11:24
DIVISION OF CORPORATIONS

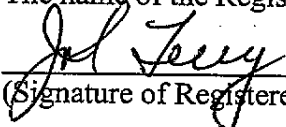
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9/30/98

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
KENDALE FLEXSPACE, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 30 PM 12:58

THE UNDERSIGNED, the general partner of KENDALE FLEXSPACE, LTD. (the "Partnership"), does hereby certify as follows for the purpose of forming a limited partnership pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act:

1. The name of the Partnership is "Kendale FlexSpace, Ltd."
2. The business address and the mailing address of the Partnership is 1400 N.W. 107th Avenue, Miami, Florida 33172-2704.
3. The name of the Registered Agent for service of process is Joel Levy.

(Signature of Registered Agent)
4. The address for the Registered Agent is 1400 N.W. 107th Avenue, Miami, Florida 33172-2704.
5. The latest date upon which the Partnership is to be dissolved is December 31, 2046.
6. The name and business address of the general partner of the Partnership is Kendale FlexSpace LLC, a Florida limited liability company with offices at 1400 N.W. 107th Avenue, Miami, Florida 33172-2704.

Signed this 17th day of September, 1998.

L98000001922

GENERAL PARTNER:

KENDALE FLEXSPACE LLC, a Florida limited liability company

By: AP-ADLER SPV, LTD., a Florida limited partnership, *its managing member*

By: AP-ADLER GP LLC, a Florida limited liability company, *its general partner*

By: AP-ADLER INVESTMENT FUND, L.P., a Delaware limited partnership, *its managing member*

PREPARED BY:
Seth P. Joseph, Esq.
STROOCK & STROOCK & LAVAN LLP
3300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2385

By: ADLER NEWCO GP, INC., a Florida corporation, *its managing general partner*

By: 
Michael M. Adler, President

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 SEP 30 PM 12:58

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Michael M. Adler, who is known to me and known by me to be the person who executed the foregoing Certificate of Limited Partnership of Kendale FlexSpace, Ltd. (the "Partnership"), or who presented _____ as identification, and he acknowledged to me and before me that he executed this Affidavit as President of Adler Newco GP, Inc. and that said corporation is the managing general partner of AP-Adler Investment Fund, L.P., the Delaware limited partnership that is the managing member of AP-Adler GP LLC, a Florida limited liability company that is the general partner of AP-Adler SPV, Ltd., a Florida limited partnership that is the managing member of Kendale FlexSpace LLC, a Florida limited liability company that is the general partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17th day of September, 1998.

(SEAL)

Carol A. Nazarkewich
Notary Public, State of Florida

My commission expires:

OFFICIAL NOTARY SEAL
CAROL A NAZARKEWICH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC451424
MY COMMISSION EXP. APR. 6, 1999

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME appeared the undersigned, being the President of Adler Newco GP, Inc., a Florida corporation that is the managing general partner of AP-Adler Investment Fund, L.P., a Delaware limited partnership that is the managing member of AP-Adler GP LLC, a Florida limited liability company that is the general partner of AP-Adler SPV, Ltd., a Florida limited partnership that is the managing member of Kendale FlexSpace LLC, a Florida limited liability company that is the sole general partner of Kendale FlexSpace, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who upon being sworn, certified that: (i) the amount of cash capital contributions contributed to date by the limited partners of the Partnership is \$1,400,000.00; (ii) no additional amount of cash capital contributions are anticipated to be contributed by the limited partners of the Partnership; and (iii) no property other than cash has been contributed by the limited partners of the Partnership and it is not anticipated that the limited partners will contribute any property other than cash to the capital of the Partnership.

Dated: September 17, 1998

FURTHER AFFIANT SAYETH NAUGHT.

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.

GENERAL PARTNER:

KENDALE FLEXSPACE LLC, a Florida limited liability company

By: AP-ADLER SPV, LTD., a Florida limited partnership, *its managing member*

By: AP-ADLER GP LLC, a Florida limited liability company, *its general partner*

By: AP-ADLER INVESTMENT FUND, L.P., a Delaware limited partnership, *its managing member*

By: ADLER NEWCO GP, INC., a Florida corporation, *its managing general partner*

By: _____

Michael M. Adler, President

PREPARED BY:
Seth P. Joseph, Esq.
STROOCK & STROOCK & LAVAN LLP
3300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2385

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STATE OF FLORIDA
COUNTY OF MIAMI-DADE

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SECRETARY OF CORPORATIONS
98 SEP 30 PM 12:58

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Michael M. Adler, who is known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions to Kendale FlexSpace, Ltd. (the "Partnership"), or who presented _____ as identification, and he acknowledged to me and before me that he executed this Affidavit as President of Adler Newco GP, Inc. and that said corporation is the general partner of AP-Adler Investment Fund, L.P., the Delaware limited partnership that is the managing member of AP-Adler GP LLC, a Florida limited liability company that is the general partner of AP-Adler SPV, Ltd., a Florida limited partnership that is the managing member of Kendale FlexSpace LLC, a Florida limited liability company that is the general partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17th day of September, 1998.

(SEAL)



Notary Public, State of Florida

My commission expires:

