

A9900000161

**LAW OFFICES
 SCOTT SMITH, P.C.
 1001 BACK BAY BEACH
 WEST RIVER, MARYLAND 20778**

SCOTT G. SMITH

DC FL MD VA

12 JAN 99

**DIVISION OF CORPORATIONS
 POST OFFICE BOX 6327
 TALLAHASSEE, FLORIDA 32314**

RE: REGISTRATION OF NEW FLORIDA LIMITED PARTNERSHIP

LADIES AND GENTLEMEN:

WE ARE ENCLOSING:

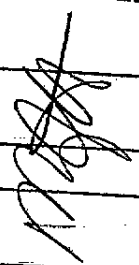
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- **THE CERTIFICATE OF LIMITED PARTNERSHIP FOR:
 AGS FAMILY LIMITED PARTNERSHIP**
- **THE GENERAL PARTNER'S CHECK FOR ONE THOUSAND
 FIVE HUNDRED THIRTY-ONE DOLLARS AND 25 CENTS
 (\$1,531.25) TO COVER THE COSTS OF:**
 - **REGISTRATION; AND**
 - **DESIGNATION OF REGISTERED AGENT; AND**
 - **A CERTIFIED COPY OF THE CERTIFICATE; AND**
 - **A CERTIFICATE OF STATUS.**

**PLEASE MAIL THE FOREGOING MATERIALS TO THE GENERAL
 PARTNER, ALFRED G. SMITH, M.D., AT 1301 ASTURIA, CORAL
 GABLES, FLORIDA 33134.**

99 JAN 19 PM 1:19
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

RESPECTFULLY,

Name Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
v. P. Verifier	

Scott G. Smith SECRETARY
 AUTHORIZATION BY PHONE TO
 CORRECT *signature of PA + GP (same)*
 DATE 1/27/99
 DOC. EXAM MH



CERTIFICATE OF LIMITED PARTNERSHIP
of the
AGS FAMILY LIMITED PARTNERSHIP
a Florida Limited Partnership

1. AGS FAMILY LIMITED PARTNERSHIP
2. 1301 Asturia, Coral Gables, Florida 33134
3. Registered Agent: Alfred G. Smith, M.D.
4. 1301 Asturia, Coral Gables, Florida 33134
5. Acceptance of Registered Agent: _____ (L.S.)
6. Mailing Address of the Limited Partnership:
1301 Asturia, Coral Gables, Florida 33134
7. The latest date upon which the Limited Partnership is to be dissolved is: 2,030 A.D.
8. Name and address of the general partner:
Alfred G. Smith, M.D., 1301 Asturia, Coral Gables, Fl 33134

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 11th day of January, 1999.

Signature of General Partner: + Registered Agent
Alfred G. Smith
ALFRED G. SMITH, M.D.

99 JAN 19 PM 1:19
SECRETARY OF STATE
DIVISION OF CORPORATIONS

INITIALS mlh
M.S.S.

INITIALS AGS
A.G.S.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP

The undersigned constituting all of the general partners of

AGS FAMILY LIMITED PARTNERSHIP

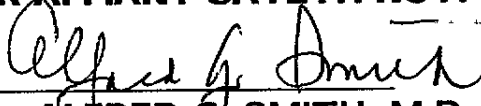
A Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$1,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals **TWO HUNDRED THOUSAND DOLLARS (\$200,000.00)**

Signed this 11th day of January, 1999.

FURTHER AFFIANT SAYETH NOT.



ALFRED G. SMITH, M.D.

The party hereto does hereby certify that an Agreement was made the 11th day of January 1999, by the following, hereinafter referred to as "General Partner":

ALFRED G. SMITH, M.D.

and by the following, hereinafter referred to as "Limited Partners":

- ALFRED G. SMITH, M.D.
- MARY ELIZABETH SHONTZ SMITH
- ALFRED GEORGE SMITH, ESQ.
- MARY LESLIE SMITH, ESQ.
- MARSHALL GRAHAM SMITH

INITIALS MS
M.S.S.

INITIALS AGS
A.G.S.

WITNESSETH:

The parties hereto, on the date described above, formed a Limited Partnership pursuant to the provisions of Florida's Limited Partnership Act, as amended.

9. **Name:** The name of this Limited partnership is:

AGS FAMILY LIMITED PARTNERSHIP

10. **Business:** The general character of the Partnership business shall be to create, develop, hold and license or trade or lease real, tangible, intangible and intellectual properties and conduct a general business as thereto related.

11. **Principal Place of Business:** The location of the principal place of business of the Partnership is:

1301 Asturia
Coral Gables, Florida 33134


12. **Registered Agent.** The General Partner is Registered Agent and is a resident of Dade County, Florida:

ALFRED G. SMITH, M.D.
1301 Asturia
Coral Gables, Florida 33134

13. **Registered Agent's Office.** The office of the Registered Agent is in Coral Gables, Dade County, Florida, and its mailing address is:

1301 Asturia
Coral Gables, Florida 33134

INITIALS MSA
M.S.S.

INITIALS 
A.G.S.

14. Records: The records of the Limited Partnership will be kept at the principal place of business at:

**1301 Asturia
Coral Gables, Florida 33134**

15. The Partners: The General Partner and Limited Partners of this Limited Partnership are as follows:

General Partner:	Address:
Alfred G. Smith, M.D.	1301 Asturia Coral Gables, Florida 33134
Limited Partners:	Address:
Alfred G. Smith, M.D.	1301 Asturia Coral Gables, Florida 33134
Mary Shontz Smith	1301 Asturia Coral Gables, Florida 33134
Alfred George Smith, Esq.	7255 SW 108th Terrace Miami, Florida 33156
Mary Leslie Smith, Esq.	4530 S.W. 15th Road Miami, Florida 33134
Marshall Graham Smith	1253 Andalusia Miami, Florida 33134

16. Term. The Partnership began on the 1st day of January, 1999, and shall continue until thirty (31) years later, the 31st day of December, 2030, unless soon dissolved by law or by agreement of the parties hereto or unless extended by the requisite majority of the Partners, as provided for in the Partnership Agreement.

INITIALS MLL
M.S.S.

INITIALS [Signature]
A.G.S.

17. Amount of Cash, Agreed Value and Description of Other Property Contributed. The Partners in the Limited Partnership have contributed their interest, or have provided delivery of their interest, to the Limited Partnership, further described in Schedule "A" attached to the Partnership Agreement with an agreed value of One Thousand Dollars (\$1,000.00).

General Partner:	Percentage Interest:	Total Contribution:
Alfred G. Smith, M.D.	1%	\$ 10.00
Limited Partners:	Percentage Interest:	Total Contribution:
Alfred G. Smith, M.D.	41%	\$480.00
Mary S. Smith	43%	\$500.00
Alfred G. Smith, J.D.	5%	\$ 50.00
Mary Leslie Smith, J.D.	5%	\$ 50.00
Marshall Graham Smith	5%	\$ 50.00

18. Additional Contributions. Additional contributions to the Limited Partnership are anticipated and have been agreed upon.

19. Return of Contributions. No Partner shall be entitled to withdraw or demand the return of any part of his or her capital contribution except upon dissolution of the Partnership.

20. Profits. All annual net profits of the Partnership will be divided among the General and Limited Partners in the same proportions as the Partners' then capital interest accounts, unless retained for the Partnership investment and business activities, as explained in detail by the Limited Partnership Agreement.

21. Assignments. A Limited Partner shall have the right to sell his or her interest in the Partnership acting through the General Partner, but only after such Limited Partner gives to the Partnership one hundred and eighty (180) days opportunity to purchase such interest, as explained in detail by the Partnership Agreement.

INITIALS MS
M.S.S.

INITIALS AGS
A.G.S.

22. **Additional Limited Partners.** The General Partner may, in the absolute exercise of his sole discretion admit additional Limited Partners and such admission is presently anticipated.

23. **Priority Among Limited Partners.** There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

24. **Continuance of Business.** Upon the death, retirement or insanity of any General Partner, the Partnership shall not dissolve but shall be continued by the successor General Partner.

25. **Property Other Than Cash.** A limited Partner may not demand property other than cash in return for his or her contributions, as explained in detail by the Limited Partnership Agreement.

General Partner:

Alfred J. Smith (L.S.)

State of Florida)
Country of Dade)ss
)

BEFORE ME personally appeared ALFRED GRAHAM SMITH, M.D., General Partner of AGS FAMILY LIMITED PARTNERSHIP, a Florida limited partnership, signer of the within instrument, who duly acknowledged to me that he executed the same as his free acts and deed. I am a duly appointed Notary in the jurisdiction aforesaid.

WITNESS my hand and official seal this 12 day of January, 1999.

Elizabeth B. Thompson (Seal)
Notary Public

My Commission expires _____



Elizabeth B. Thompson
MY COMMISSION # CC663485 EXPIRES
September 21, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

INITIALS MS
M.S.S.

INITIALS [Signature]
A.G.S.

SCHEDULE "A"

OF THE

AGS FAMILY LIMITED PARTNERSHIP

MLL: AGS FAMILY

Attached to the ~~Dominique~~ Limited Partnership recorded the 11th day of January, 1999, the following, subject to the encumbrances owed thereon, to-wit:

A. Cash:

Cash in the following amounts, for deposit into an account in the name of the Grantee:

Equity.....\$1,000.00

INITIALS *MLL* / *MS*
DATE *1/12/99* / *12 Jan 1999*

B. Land, Structures and Equipment:

All Grantors' rights, title and interest in and to the following:

- 1. All of ALFRED G. & MARY S. SMITH's interest in that real property in Monroe County, Florida being more particularly described as follows:

BUTTONWOOD BAY NO. 1 CONDOMINIUM UNIT K-1 & 1/18TH COMMON ELEMENTS KEY LARGO OR538-394 0 R541-725 OR713-416 OR779-1074 OR779-1072 OR800-773 R851-159 7/98 OR11620-2440 (VC) TAX ID NUMBER 1097331

INITIALS *MLL* / *MS*
DATE *1/12/99* / *12 Jan 1999*

- 2. All of ALFRED G. & MARY S. SMITH's interest in that real property and all residential and out-structures thereon and improvements thereto in Dade County, Florida being more particularly described as follows:

CORAL GABLES SEC E PB 8-13, LOT13, BLK 12, LOT SIZE 50.000 X 125, OR 11719-249 0383 1, MILL CD: 0300, FOLIO 03 4107 016 1590, SEQ. 101960-101960, BARNETT MORTGAGE COMPANY MTG CO # 148, LOAN # 398202, BEARING THE STREET ADDRESS 1301 ASTURIA, CORAL GABLES, FLORIDA 33134.

INITIALS *MLL* / *MS*
DATE *1/12/99* / *12 Jan 1999*

INITIALS *MLL*
M.S.S.

INITIALS *MS*
A.G.S.

3. All of MARY S. SMITH's interest in that real property and all farm and irrigation equipment and orange trees and other improvements located thereon known as parcel #12-34-25-0000003200000, TAX NO 732300, HARDEE COUNTY, FLORIDA, OR 0317/0284 25.00 ACRES, DESCRIBED AS 25 AC 317P286 THAT PART OF THE NE 1/4 OF THE NW 1/4 LYING N OF RED 8 THAT PART OF E1/2 OF NW1/4 OF NW/14 LYING N OF RED 12 345 23E.

INITIALS MSM

DATE 1/12/99

C. The following investment accounts:

1. ALFRED G. SMITH, MD INDIVIDUAL RETIREMENT ANNUITY NO. 2-51380-1-264340363 RPS NO. 2-51380-1-264340363-1, PRINCIPAL FINANCIAL GROUP, REPETITIVE BENEFIT SERVICES, P.O BOX 8500, WATERLOO, IOWA 50704-8500, TELEPHONE 1 800 852 4450.

INITIALS AS

DATE 12 Jan 1999

2. ALFRED G. SMITH IRA, RAYMOND JAMES & ASSOC. INC. CS, ACCOUNT ID: 70318241, C/O MARGARET STARNER, FINANCIAL ADVISOR, (305) 461 1200, 2 ALHAMBRA PLAZA, PENTHOUSE 1D, CORAL GABLES, FL 33134, TELEPHONE 1 800 523 3295.

INITIALS AS

DATE 12 Jan 1999

3. MARY S. SMITH IRA/SP, ^{MS} RAYMOND JAMES & ASSOC. INC. CS, ACCOUNT ID: 70309388, C/O MARGARET STARNER, FINANCIAL ADVISOR, (305) 461 1200, 2 ALHAMBRA PLAZA, PENTHOUSE 1D, CORAL GABLES, FL 33134, TELEPHONE 1 800 523 3295.

INITIALS MS

DATE 1/12/99

4. ALFRED G. SMITH SCHWAB ONE ACCOUNT NUMBER CK 8244-0585, SERVED BY CHARLES SCHWAB, PO BOX 628291, ORLANDO, FL 32862-9915, TELEPHONE 1 800 435 4000.

INITIALS AS

DATE 12 Jan 1999

INITIALS MSM
M.S.S.

INITIALS AS
A.G.S.

5. MS. MARY S. SMITH ACCOUNT NUMBER 29-0956-PZ-8, KANSAS CITY PERSONAL TRUST & CUSTODY, TRUST SERVICES DEPARTMENT, UMB BANK N.A., P.O. BOX 419226, KANSAS CITY, MO 84141-6228, AS CUSTODIAN FOR MARY S. SMITH, WENDY L. DOYLE (816) 860 5991, ACCOUNT ADMINISTRATOR and DAVID L. ROBERTS (816) 860 7793, EXECUTIVE OFFICER.

INITIALS msl

DATE 1/12/99

6. ALFRED G. SMITH ACCOUNT NUMBER 62-1787-AM-3, KANSAS CITY PERSONAL TRUST & CUSTODY, TRUST SERVICES DEPARTMENT, UMB BANK N.A., P.O. BOX 419226, KANSAS CITY, MO 84141-6228, AS CUSTODIAN FOR MARY S. SMITH, PAUL J. KREBS, (816) 860 3672, ACCOUNT ADMINISTRATOR and DAVID L. ROBERTS (816) 860 7793, EXECUTIVE OFFICER.

INITIALS AK

DATE 12 Jan 1999

7. MARY S. SMITH GTR, ACCOUNT NUMBER 254-50-6440-01-43-5, BUFFALO HIGH YIELD FUND, GREAT PLAINS IRA TRUSTEE, BUFFALO MUTUAL FUNDS, BMA TOWER, 700 KARNES BLVD., KANSAS CITY, MISSOURI 64108, TELEPHONE 1 800 492 8332.

INITIALS msl

DATE 1/12/99

D. BANK ACCOUNTS:

1. ALFRED G. SMITH M.D. & MARY S. SMITH, INSURED MONEY MARKET 3190245598, ACCOUNT NO. IMMA 3190372102, CITIBANK, F.S.B., BANK BY MAIL, P.O. BOX 803698, CHICAGO, IL 60680-8837, TELEPHONE 800 374 9800.

INITIALS msl / AK

DATE 1/12/99 / 12 Jan 1999

2. ALFRED G. SMITH M.D. & MARY S. SMITH AS TENANTS BY THE ENTIRETY, CITIBANK (FLORIDA) F.S.B., 8750 DORAL BLVD. MIAMI, FL 33176-2402, ACCOUNT NUMBER 3190372102 (CHECKING/DEMAND ACCOUNT)

INITIALS msl / AK

DATE 1/12/99 / 12 Jan 1999

INITIALS msl
M.S.S.

INITIALS AK
A.G.S.

3. MARY S. SMITH & ALFRED G. SMITH, CITIBANK (FLORIDA) F.S.B., 8750 DORAL BLVD. MIAMI, FL 33176-2402, ACCOUNT NUMBER 3190372115 (MOORE GROVE OPERATING ACCOUNT).

INITIALS ms / ag

DATE 1/12/99 / 12 Jan 1999

E. CLOSELY HELD CORPORATIONS:

1. ALL OF ALFRED G. SMITH, M.D.'S INTERESTS IN THE PLAZA 97 LIMITED PARTNERSHIP, WHICH INTERESTS ARE FLORIDA LIMITED PARTNERSHIP SHARES OWNED BY A.M. PROPERTY, INC., A FLORIDA CORPORATION, WHICH CORPORATION IS OWNED 66% BY ALFRED G. SMITH, M.D.

INITIALS ag

DATE 12 Jan

General Partner:

By: Alfred G. Smith (SEAL)
ALFRED G. SMITH, M.D.

ACKNOWLEDGEMENT

State of Florida)
) ss.
County of Dade)

BEFORE ME personally appeared ALFRED G. SMITH, M.D., as General Partner of AGS FAMILY LIMITED PARTNERSHIP, a Florida limited partnership, signer of the within instrument, who duly acknowledged to me that he executed the same as his free act and deed. I am a duly appointed Notary in the jurisdiction aforesaid.

WITNESS my hand and official seal this 12 day of Jan., 1999.

Elizabeth B. Thompson (Seal)
Notary Public



Elizabeth B. Thompson
MY COMMISSION # CC663485 EXPIRES
September 21, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

INITIALS ms
M.S.S.

INITIALS ag
A.G.S.