

A99000000334

SCOTT F. BARNETT
CHARTERED
ATTORNEYS & COUNSELORS AT LAW

#35 for R/A W99-4125
00789-00524-00676-00671

February 11, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

3/1
700002774077--1
-03/02/99--01024--002
*****35.00 *****35.00

Re: Limited Partnership: KASSIN FAMILY PARTNERSHIP, Ltd.

Dear Sir/Madam:

700002774077--1
-02/12/99--01070--007
***1750.00 ***1750.00

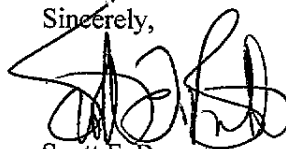
Enclosed please find the following:

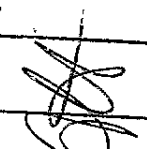
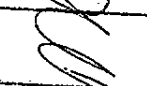
1. One original and a copy of the Certificate of Limited Partnership of the above referenced limited partnership.
2. A check in the amount of \$1,750 made payable to the Secretary of State to cover the appropriate filing fees.

Please file the Certificate of Limited Partnership and return to the undersigned a copy of the Certificate of Limited Partnership marked filed by your office.

If you have any questions whatsoever, please do not hesitate to contact the undersigned. Thank you in advance for your cooperation.

Sincerely,


Scott F. Barnett

Name Availability	
Document	
SFB Examiner	
Enclosures	
U. C. Verifier	
Acknowledgement	
W. P. Verifier	

234 EAST DAVIS BOULEVARD TAMPA, FL 33606
TELEPHONE 813.251.3330 FAX 813.251.3841
TOLL FREE (888)726.8203
EMAIL: SFBARNETT@AOL.COM

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SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 18, 1999

SCOTT F. BARNETT
234 EAST DAVIS BLVD.
TAMPA, FL 33606

SUBJECT: KASSIN FAMILY PARTNERSHIP, LTD.
Ref. Number: W99000004125

We have received your document for KASSIN FAMILY PARTNERSHIP, LTD. and your check(s) totaling \$1750.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is a fee of \$35.00 for the Designation of Registered Agent.,

There is a balance due of \$35.00.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 699A00007373

CERTIFICATE OF LIMITED PARTNERSHIP
OF
KASSIN FAMILY PARTNERSHIP, Ltd.

This Certificate of Limited Partnership of KASSIN FAMILY PARTNERSHIP, Ltd., (the "Limited Partnership") made and filed under the "Florida Revised Uniform Limited Partnership (1986)" is executed as provided for by Florida Statutes, Section 620.108 and sets forth the following for the purpose of forming a limited partnership under Florida law:

- (a) The name of the limited partnership is: KASSIN FAMILY PARTNERSHIP, Ltd.
- (b) The address of the office and the name and address of the agent for service of process required to be maintained by Florida Statutes, Section 620.105 are as follows:

Office Address: 21471 Highland Lakes Boulevard
Miami, Florida 33179

Name and Address of Agent
for Service of Process: Robert Kassin a/k/a Roberto Kassin
21471 Highland Lakes Boulevard
Miami, Florida 33179

- (c) The name and business address of each General Partner is:

Name of General Partner: Foreign Financial Investment, Inc. *012068*

Address of General Partner: 21471 Highland Lakes Boulevard
Miami, Florida 33179

- (d) The mailing address for the Limited Partnership is:

21471 Highland Lakes Boulevard
Miami, Florida 33179

- (e) The latest date on which the limited partnership is to dissolve is:

December 31, 2049

THIS CERTIFICATE is executed by the undersigned for the purposes declared herein.



ROBERT KASSIN a/k/a ROBERTO KASSIN, as
President of FOREIGN FINANCIAL
INVESTMENT, Inc., which is the General Partner
of the KASSIN FAMILY PARTNERSHIP, Ltd.

Executed on behalf of the Limited Partnership
pursuant to Florida Statute, Section 620.116(1)

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STATE OF FLORIDA
DIVISION OF CORPORATIONS

KASSIN FAMILY PARTNERSHIP, Ltd.
the "Partnership"

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

THE UNDERSIGNED, does hereby accept the appointment as Registered Agent of the above named Partnership as provided for in Florida Statute Section 620.105.

A handwritten signature in black ink, appearing to be 'R. Kassin', written over a horizontal line.

ROBERT KASSIN a/k/a ROBERTO KASSIN

STATE OF FLORIDA)
)
COUNTY OF DADE)

AFFIDAVIT AS TO CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS
of
KASSIN FAMILY PARTNERSHIP, Ltd.
(the "Limited Partnership")

COMES NOW, the undersigned (the "Affiant"), who, for the purpose of providing this instrument to accompany the Certificate of Limited Partnership of the Limited Partnership pursuant to the provisions of Florida Statutes, Section 620.108(1), swears and deposes as follows:


1. The Affiant is familiar with the affairs and plans of the Limited Partnership, and

2. The capital contributions of the limited partners of the Limited Partnership does now total the amount of TWO HUNDRED and FIFTY THOUSAND U.S. DOLLARS (U.S.\$250,000.00) and the anticipated amount of total capital contributions to be made to the Limited Partnership is SIX MILLION U.S. DOLLARS (U.S.\$6,000,000.00).

Further Affiant Sayeth Not;

Signed and sworn to this 4th day of February, 1999.

FOREIGN FINANCIAL INVESTMENT, INC., a Florida corporation (the Corporate general partner)

BY: 
ROBERT KASSIN a/k/a ROBERTO KASSIN, as

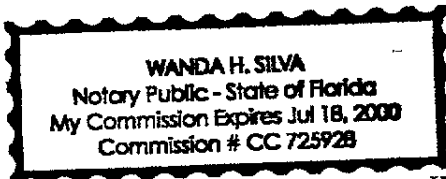
President and Individually

SWORN TO AND SUBSCRIBED before my this 4th day of February, 1999, by ROBERT KASSIN a/k/a ROBERTO KASSIN in his individual capacity and as president of FOREIGN FINANCIAL INVESTMENT, Inc., is personally known to me or has produced as identification and did take an oath. [Notary, check appropriate blank; and, if obtaining identification, fill in appropriate identification number.]

My Commission Expires:

Wanda Silva
Notary Public
Wanda Silva
(Printed Name of Notary)

(Serial Number, if any)



Affidavit as to Assets of
Kassin Family Partnership, Ltd.

SCOTT F. BARNETT, CHARTERED