

A99000002042

Florida Department of State
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FLORIDA LIMITED PARTNERSHIP

FIRC MOREHEAD, LTD

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$208.25

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[Handwritten signatures and initials]

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FAX AUDIT NUMBER
H99000031243 1**CERTIFICATE OF LIMITED PARTNERSHIP
FOR FIRC MOREHEAD LTD.**

In accordance with the provisions of Fla. Stat. §620.108, this Certificate of Limited Partnership is executed and filed by the undersigned for the purpose of forming FIRC MOREHEAD LTD. as a Florida limited partnership.

1. The name of the Limited Partnership is FIRC MOREHEAD LTD.
2. Its record keeping office, as required under Fla. Stat. §620.105, and at which will be maintained the records required to be maintained under Fla. Stat. §620.106, will be 2299 Douglas Road, 4th Floor, Miami, Florida 33145. The mailing address will be the same as the record keeping office address.
3. Its agent for service of process, as required to be maintained under Fla. Stat. §620.105, will be FIRC Management, Inc., a Florida corporation with an address at 2299 Douglas Road, 4th Floor, Miami, Florida 33145.
4. Its sole general partner is FIRC Management, Inc., whose business address is 2299 Douglas Road, 4th Floor, Miami, FL 33145.
5. The latest date upon which the limited partnership is to dissolve is December 31, 2029.

This Certificate is executed pursuant to Fla. Stat. §620.114 by FIRC MANAGEMENT, INC., a Florida corporation, as the sole general partner of FIRC MOREHEAD LTD. and its execution constitutes an affirmation under the penalties of perjury that the facts state herein are true.

FIRC MANAGEMENT, INC.

By: Antonio O. Fraga
President

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STATE OF FLORIDA)
) SS
COUNTY OF DADE)

8th The foregoing instrument was acknowledged before me this day of December, 1999, by ANTONIO O. FRAGA, as President of FIRC MANAGEMENT, INC., a Florida corporation, on behalf of the corporation who is personally known to me and did take an oath.

My Commission Expires:

PREPARED BY:

M. Cristina Moreno, Esquire
Murai Wald Biondo & Moreno, P.A.
25 S.E. 2nd Avenue, Suite 900
Miami, Florida 33131
Florida Bar No. 259721

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for FIRC MOREHEAD LTD., a Florida limited partnership ("Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned hereby agrees to accept service of process for said Partnership, to accept the obligations imposed upon such agent by Florida Statute §620.192, and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Executed this 8th day of DECEMBER, 1999.

REGISTERED AGENT:

FIRC Management, Inc.

By: 
Antonio O. Fraga, President

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STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

THIS DAY before me, the undersigned officer, personally appeared Antonio O. Fraga ("Fraga"), as President of FIRC Management, Inc. ("FIRC"), the sole general partner of FIRC MOREHEAD LTD., a Florida limited partnership ("Partnership"), and who after being duly sworn, deposes and says:

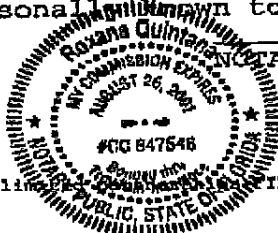
1. The amount of capital contributions made to the Partnership by the limited partners is \$24,750.
2. The total amount anticipated to be contributed by the limited partners is \$24,750.

FURTHER AFFIANT SAYETH NOT.


Antonio O. Fraga

SWORN TO AND SUBSCRIBED before me on this 8 day of DECEMBER, 1999, by ANTONIO O. FRAGA, as President of FIRC MANAGEMENT, INC., a Florida corporation, on behalf of the corporation who is personally known to me.

My Commission Expires:



G:\DATA\MCM\Fraga Joint Ventures\limited partnership\FIRC MOREHEAD CERTIFICATE

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