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LAW OFFICES

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06 JUN 19 1996

RONALD R. FIELDSTONE, P.A.  
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FIELDSTONE LESTER & SHEAR  
P.O. BOX 6327  
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June 18, 1996

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RECEIVED  
JUN 20 1996  
\*\*\*140.00\*\*\*

RE: Fountain Lake Holdings, Ltd.

Gentlemen:

Enclosed you will find original and one copy of the Certificate of Limited Partnership of Fountain Lake Holdings, Ltd. Also enclosed is our check in the sum of \$140.00, representing the following:

Filing Fees	\$ 52.50
Reg. Agent	35.00
Certified Copy	<u>52.50</u>
Total	\$140.00

If you have any questions concerning the enclosures, please feel free to contact our office.

Sincerely,

*Ronald R. Fieldstone*  
Ronald R. Fieldstone

RRF/cs

Encls.

cc: [illegible]

Name	KWM
Address	
City	KWM
State	
Zip	
Phone	
Fax	
E-mail	
Web	

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CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
FOUNTAIN LAKE HOLDINGS, LTD.

96 JUN 19 1996

This Certificate of Limited Partnership is prepared and filed in order to form a limited partnership in accordance with Section 620.108, Florida Statute.

1. The name of the limited partnership is Fountain Lake Holdings, Ltd.

2. The address of the office and the name and address of the agent for service of process on the limited partnership is:

Ronald R. Fieldstone, Esq.  
Fieldstone, Lester & Shear  
200 S. Biscayne Blvd.  
Suite 2100  
Miami, FL 33131

3. The name and business address of the sole general partner is:

Fountain Lake Real Estate, Inc. - *Page 05163*  
c/o Oded Meltzer  
6431 Cow Pen Road  
Miami Lakes, FL 33014

4. The mailing address for the limited partnership is:

c/o Oded Meltzer  
6431 Cow Pen Road  
Miami Lakes, FL 33014

5. The term of the limited partnership shall commence upon the filing of this Certificate with the Florida Department of State, and the latest date upon which the limited partnership is to dissolve is December 31, 2040.

The undersigned general partner has executed this Certificate of Limited Partnership this 15 day of June, 1996.

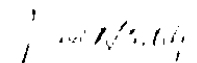
GENERAL PARTNER:

Fountain Lake Real Estate, Inc.,  
a Florida corporation

By: 

Oded Meltzer  
President

The undersigned accept the foregoing designation as the agent for service of process on Fountain Lake Holdings, Ltd., and agree to act in that capacity.

  
\_\_\_\_\_  
Ronald R. Feldstone

### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA        §  
                             §        SS  
COUNTY OF DADE        §

The undersigned, Oded Meltzer, as President of the sole general partner of Fountain Lake Holdings, Ltd., a Florida limited partnership, being first duly sworn on oath, deposes and says:

1. That he is the President of Fountain Lake Real Estate, Inc., a Florida corporation, and in that capacity has full authority to sign this Affidavit on behalf of the corporation.

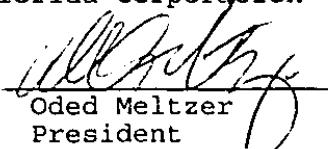
2. That Fountain Lake Real Estate, Inc. is the sole general partner of Fountain Lake Holdings, Ltd., a Florida limited partnership.

3. That the amount of the capital contributions of the limited partner and the total amount anticipated to be contributed by the limited partner at this time is \$1,000.00.

FURTHER AFFIANT SAYETH NOT.

GENERAL PARTNER:

Fountain Lake Real Estate, Inc.,  
a Florida corporation

By:   
\_\_\_\_\_  
Oded Meltzer  
President

STATE OF FLORIDA    )  
                          ) SS:  
COUNTY OF DADE    )

BEFORE ME, the undersigned authority personally appeared Oded Meltzer, as President of Fountain Lake Real Estate, Inc., a Florida corporation, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath,

a acknowledged before me that he executed the foregoing instrument for the purposes herein expressed.

WITNESS MY HAND and official seal at Miami, Dade County, Florida, this 27 day of Jan, 1996.

Caridad Sanchez  
Signature

Caridad Sanchez  
Print (Notary's Name)  
Notary Public, State of Florida

44Am10 601XFL 31d

