

1201 HAYS STREET
TALLAHASSEE, FL 32310-2607

800-342-8086

A9600000144



PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 039560 4320025

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : August 1, 1996

ORDER TIME : 10:0 AM

ORDER NO. : 039560

CUSTOMER NO: 4320025

CUSTOMER: Ms. Lourdes C. Cambo
PACKMAN, NEUWAHL & ROSENBERG

1500 San Remo Avenue
Suite 125
Coral Gables, FL 33146

FILED
DEPARTMENT OF CORPORATIONS
55 AUG - 1 PM 3: 12

FILED
DEPARTMENT OF CORPORATIONS
55 AUG - 1 PM 3: 11

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-08/08/96--01068--012
***1837.50 ***1837.50

DOMESTIC FILING

NAME: COHN ASSOCIATES, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
 X CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- X CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GLS

EXAMINER'S INITIALS: BK

G. IAA	_____
FILING	<u>1750.00</u>
R. ADMIT FEE	<u>35.00</u>
C. COPY	<u>52.50</u>
TOTAL	<u>1837.50</u>
N. BANK	_____
BALANCE DUE	_____
REFUND	_____

55 AUG - 1 AM 10: 57

8/1/96

COHN ASSOCIATES, LTD.
CERTIFICATE OF LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
-06 JUL - 1 PM '96

Pursuant to § 620.108 of the Florida Statutes, the undersigned persons, desiring to form a Florida Limited Partnership, hereby swear to and affirm as follows:

1. The name of the Limited Partnership shall be COHN ASSOCIATES, LTD.

2. The character of the business is the acquisition, development, ownership, renting, operation, and/or disposition by sale or exchange of real and/or personal property and/or any other lawful enterprise.

3. The location of the principal place of business is 11510 S.W. 105th Terrace, Miami, Florida 33176. The name and address of the agent for service of process is Atrium Registered Agents, Inc., 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146.

4. The name and business address of the General Partners shall be as follows:

Werner Cohn
Herta Cohn
11510 S.W. 105th Terrace
Miami, FL 33176

5. The mailing address for the Limited Partnership shall be as follows:

Cohn Associates, Ltd.
11510 S.W. 105th Terrace
Miami, FL 33176

6. The term of the Partnership shall commence upon the filing of this Certificate of Limited Partnership with the Secretary of State of the State of Florida, and it shall continue for thirty five (35) years from such filing, unless otherwise terminated or extended in accordance with the provisions of the Partnership Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Certificate of Limited Partnership on the 10 day of July, 1996, effective upon filing same with the Florida Department of State.

COHN ASSOCIATES, LTD.

BY: Werner Cohn
WERNER COHN,
General Partner

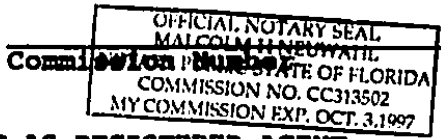
BY: Herta Cohn
HERTA COHN,
General Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG -
PN 3: 12

STATE OF FLORIDA)
COUNTY OF DADE) SS:

The foregoing instrument was acknowledged before me this 30th day of July, 1996, by WERNER COHN and HERTA COHN, who did execute the foregoing Certificate of Limited Partnership as General Partners, who are personally known to me, and being first duly sworn, acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

Malcolm H. Neuwahl
Signature - NOTARY PUBLIC
Malcolm H. Neuwahl
Printed Name of NOTARY PUBLIC



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for Cohn Associates, Ltd., a Florida limited partnership in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT
ATRIUM REGISTERED AGENTS, INC.

BY: Malcolm H. Neuwahl
MALCOLM H. NEUWAHL, PRESIDENT

CERTIF
2/3*1068

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared WERNER COHN and HERTA COHN, the general partners of COHN ASSOCIATES, LTD., a Florida limited partnership (hereinafter referred to as the "Partnership"), who upon being sworn, certified as follows:

The amount of initial capital contributions of the limited partners is Ten Dollars (\$10.00). The total amount contributed and anticipated to be contributed by the limited partners at this time totals Two Million Five Hundred Thousand Dollars (\$2,500,000).

This 30 day of July, 1996.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, we declare that we have read the foregoing and the facts alleged are true, to the best of our knowledge and belief.

COHN ASSOCIATES, LTD.

BY: Werner Cohn
WERNER COHN,
General Partner

BY: Herta Cohn
HERTA COHN,
General Partner

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 30th day of July, 1996, by WERNER COHN and HERTA COHN, who did execute the foregoing Affidavit of Capital Contributions as General Partners, who are personally known to me, and being first duly sworn, acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

Malcolm H. Neuwahl
Signature - NOTARY PUBLIC
Malcolm H. Neuwahl
Printed Name of NOTARY PUBLIC

Commission Expires
NOTARY SEAL
MALCOLM H NEUWAHL
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC313502
MY COMMISSION EXP. OCT. 3, 1997

FILED
RECORDS SECTION
CLERK OF COUNTY OF DADE
JUL 31 1996
10:12 AM