



A98000002273

ACCOUNT NO. : 072100000032

REFERENCE : 979256 7135588

AUTHORIZATION :

Patricia Puyat

COST LIMIT : \$ 140.00

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 OCT -2 AM 10:41

ORDER DATE : September 30, 1998

ORDER TIME : 10:30 AM

ORDER NO. : 979256-010

CUSTOMER NO: 7135588

CUSTOMER: Leo Rose, Jr., Esq
THERREL BAISDEN, P.A.

Suntrust International Center
One S.e. 3rd Ave. Suite 2400
Miami, FL 33131

*File
2ND*

DOMESTIC FILING

NAME: 1035 LINCOLN ROAD, LTD.

100002652261--4

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

RECEIVED
98 SEP 30 AM 11:22
DIVISION OF CORPORATIONS

BK 10/2/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 30, 1998

ROBERT MAXWELL
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: 1035 LINCOLN ROAD, LTD.
Ref. Number: W98000022365

RESUBMIT

Please give original
submission date as file date.

We have received your document for 1035 LINCOLN ROAD, LTD. and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

Before this partnership can be filed, its general partner --1035 L.R. CORP. -- must complete its incorporation.,

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 498A00048994

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Jnd
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98 OCT - 1 PM 4: 11

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT - 2 AM 10: 41

CERTIFICATE OF LIMITED PARTNERSHIP
OF
1035 LINCOLN ROAD, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -2 AM 10:41

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is 1035 LINCOLN ROAD, LTD.
2. The address of the office of the Partnership is c/o Jonathan Fryd, 523 Michigan Avenue, Miami Beach, Florida 33139.
3. The name and address of the agent for service of process on the Partnership is LEO ROSE, JR., ESQ., Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131.

4. The name and business address of the corporate General Partner is as follows:

1035 L.R. CORP.,
a Florida corporation
c/o Jonathan Fryd
523 Michigan Avenue
Miami Beach, Florida 33139

R98060084711

5. The mailing address of the Partnership is: c/o Jonathan Fryd, 523 Michigan Avenue, Miami Beach, Florida 33139.

6. The latest date upon which the Partnership shall dissolve is September 30, 2050.

7. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.

8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by (a) Leo Rose, Jr., as Vice President of 1035 L.R. CORP., a Florida corporation, as the General Partner of 1035 LINCOLN ROAD, LTD. or (b) an authorized corporate officer, of 1035 L.R. CORP., a Florida corporation, as General Partner of 1035 LINCOLN ROAD, LTD.

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DIVISION OF CORPORATIONS
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The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of 1035 LINCOLN ROAD, LTD. this 29th day of September, 1998.

GENERAL PARTNER

1035 L.R. CORP., a Florida corporation

By: Leo Rose, Jr.
Leo Rose, Jr., Vice President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for 1035 LINCOLN ROAD, LTD., a Florida limited partnership (the "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

By: Leo Rose, Jr.
LEO ROSE, JR.

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DIVISION OF CORPORATIONS
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STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Leo Rose, Jr., as Vice President of 1035 L.R. CORP., a Florida corporation, which is the General Partner of 1035 LINCOLN ROAD, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", c/o Jonathan Fryd, 523 Michigan Avenue, Miami Beach, Florida 33139, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

Michael Comras	\$ 990.00
c/o Jonathan Fryd	
523 Michigan Avenue	
Miami Beach, Florida 33139	
Total	\$ 990.00

2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

Michael Comras	\$ -0-
c/o Jonathan Fryd	
523 Michigan Avenue	
Miami Beach, Florida 33139	
Total	\$ -0-

FURTHER AFFIANT SAITH NAUGHT.

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

GENERAL PARTNER:

1035 L.R. CORP.,
a Florida corporation

By: _____

Leo Rose, Jr., Vice President

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SECRETARY OF
DIVISION OF CORPORATIONS
98 OCT -2 AM 10:44

Dated: September 29, 1998

The foregoing instrument was acknowledged before me this 29th day of September, 1998, by Leo Rose, Jr., as Vice President of 1035 L.R. CORP., a Florida corporation, the General Partner of the Partnership, who is personally known to me ~~or~~ has produced _____ as identification.

Thania Aulita

Notary Public, State of Florida
at Large

My Commission Expires: _____

Print/Type or Stamp Notary Name
Commission No. (if any) _____

W:\COMRAS\1035.AFF

