



THE UNITED STATES
CORPORATION
COMPANY

A99000001887

ACCOUNT NO. : 072100000032

REFERENCE : 481253 7135588

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 140.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV -4 PM 4: 08

ORDER DATE : November 15, 1999

ORDER TIME : 10:39 AM

ORDER NO. : 481253-010

600003043

CUSTOMER NO: 7135588

CUSTOMER: Marisol Rodríguez, Legal Asst
THERREL BAISDEN, P.A.
THERREL BAISDEN, P.A.
Suntrust International Center
One S.e. 3rd Ave. Suite 2400
Miami, FL 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 15 PM 4: 22

DOMESTIC FILING

NAME: CHIOCCA GROUP, LTD.

EFFECTIVE DATE:

XX 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: Angie Glisar

EXAMINER'S INITIALS:

RECEIVED
99 NOV 15 AM 11:30
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK 11/15/99

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CHIOCCA GROUP, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 15 PM 4:22

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 CHIOCCA GROUP, LTD.
2. The address of the office of the Partnership is 10435 S.W. 133 Court, Miami, Florida 33186.
3. The name and address of the agent for service of process on the Partnership is JONATHAN FEUERMAN, 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:

ALB-VIN, INC.,
a Florida corporation
10435 S.W. 133 Court
Miami, Florida 33186

P99000099914

5. The mailing address of the Partnership is: 10435 S.W. 133 Court, Miami, Florida 33186.

6. The latest date upon which the Partnership shall dissolve is December 31, 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) G. JERRY CHIOCCA, as President of ALB-VIN, INC., a Florida corporation, as the General Partner of CHIOCCA GROUP, LTD. or (b) an authorized corporate officer, of ALB-

THERREL BAISDEN, P.A.

VIN, INC., a Florida corporation, as General Partner of CHIOCCA GROUP, LTD.

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 CHIOCCA GROUP, LTD. this 12th day of November, 1999.

GENERAL PARTNER

ALB-VIN, INC., a Florida corporation

By: G. Jerry Chiocca
G. JERRY CHIOCCA, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for CHIOCCA GROUP, 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: [Signature]
JONATHAN FEUERMAN

W:\Chiocca\FLP\Certificate of LP.wpd

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared G. JERRY CHIOCCA, as President of ALB-VIN, INC., a Florida corporation, which is the General Partner of CHIOCCA GROUP, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", 10435 S.W. 133 Court, Miami, Florida 33186, 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:

ALBERT CHIOCCA	\$ 495.00
10435 S.W. 133 Court	
Miami, Florida 33186	
VINCENZA CHIOCCA	\$ 495.00
10435 S.W. 133 Court	
Miami, Florida 33186	-----
Total	\$ 990.00

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

ALBERT CHIOCCA	\$ -0-
10435 S.W. 133 Court	
Miami, Florida 33186	
VINCENZA CHIOCCA	\$ -0-
10435 S.W. 133 Court	
Miami, Florida 33186	-----
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:

ALB-VIN, INC., a Florida corporation

By: J. Jerry Chiocca
G. JERRY CHIOCCA, President

Dated: November 12, 1999

The foregoing instrument was acknowledged before me this 12th day of NOVEMBER, 1999, by G. JERRY CHIOCCA, as President of ALB-VIN, INC., a Florida corporation, the General Partner of the Partnership, who is personally known to me or has produced _____ as identification.

Linda A Widdowson
Notary Public, State of Florida
at Large

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

My Commission Expires:

W:\Chiocca\FLP\Affidavit of Cap Cont.wpd

