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| (Re                                     | equestor's Name)   |             |
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2006 JUN 27 PM 3: 48
SECRETARY OF STATE
TALL AHASSEE, FLORIDA

Mode

## LAW OFFICES Reichstein and Lapat

an association of individual attorneys

3300 University Drive Suite 311 Coral Springs, Florida 33065 (954) 345-6442 (954) 344-0288 (Fax)

Please Reply to Florida Office

221 North La Salle Street Suite 1137 Chicago, Illinois 60601 (312) 425-2900 (312) 425-2901(Fax)

Michael Lapat admitted to Practice in: Florida, Illinois & New York mlapat@nysbar.com

June 8, 2006

Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

RE: Miami Capital, L.P. \$1052.50
Miami Capital Investment Group, LLC \$155.00
Miami Capital Advisors, LLC \$155.00

\$1362.50

2006 JUN 27 PH 3: 1.8
SECRETARY OF STATE
SECRETARY OF STATE

Dear Sir or Madam:

Please find enclosed herewith, in triplicate original, one Certificate of Limited Partnership and two Articles of Organization for the above-referenced entities. Additionally enclosed is one check in the sum of \$1362.50 representing the filing fees for these formations.

Kindly file the foregoing as appropriate and return to this office the requested file-stamped, certified copies. A self-addressed, stamped envelope is provided for your convenience.

Should you have any questions, please contact the undersigned.

(18/1//

ajh enclosure

Regards,

| COVER LET  | TALL TALL   |
|--|---|
| TO: Registration Section Division of Corporations  | AHASS   |
| SUBJECT: Miami Capital, L.P.   | EE. F   |
| (Name of Florida Limited Partnership or Lin  | nited Liability Limited Partnership)  |
| The enclosed Certificate of Limited Partnership a  | and fees are submitted for filing.  |
| Please return all correspondence concerning this   | matter to:  |
| Ashley Hersutamto  |   |
| (Contact Person)   |   |
| Law Offices of Michael Lapat (Firm/Company)  |   |
| 3300 University Drive, Suite 31  | 1   |
| (Address)  |   |
| Coral Springs, FL 33065 (City, State and Zip Code)   |   |
| (enty, state and zip code)   |   |
| For further information concerning this matter, p  | lease call:   |
| Ashley Hersutamto at (   | 954 ) 345-6442  |
| (Name of Contact Person)   | (Area Code and Daytime Telephone Number)  |
| Enclosed is a check for the following amount:  |   |
| \$1,000.00 Filing Fees \$\sum \$1,008.75 Filing Fees \$\sum \$\$1\$ and Certificate of \$\sum \$35 Registered Agent \$\text{Fee}\$ | ,052.50 Filing Fees \$\int_\$1,061.25 Filing Fees, Certified Copy Certified Copy, and Certificate of Status |
| STREET ADDRESS:  | MAILING ADDRESS:  |
| Registration Section   | Registration Section Division of Corporations   |
| Division of Corporations   | Division of Corporations  |

P. O. Box 6327

Tallahassee, FL 32314

CR2E030 (01/06)

Clifton Building 2661 Executive Center Circle

Tallahassee, FL 32301

## CERTIFICATE OF LIMITED PARTNERSHIP FOR FLORIDA LIMITED PARTNERSHIP OR LIMITED LIABILITY LIMITED PARTNERSHIP



## 1. Miami Capital, L.P.

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P.

or LLLP.

| 2.100 Lincoln Road, Suite 1536  |
|---|
| (Street address of initial designated office)   |
| Miami Beach, FL 33139   |
| 3. Steven Soskin  |
| (Name of Registered Agent for Service of Process)   |
| 4 100 Lincoln Road, Suite 1536  |
| (Florida street address for Registered Agent)   |
| Miami Beach, FL 33139   |
| 5. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.  Signature of Registered Agent  6. 100 Lincoln Road, Suite 1536 |
| (Mailing address of initial designated office)  |
| Miami Beach, FL 33139   |
| 7. If limited partnership elects to be a limited liability limited partnership, check box   |

| 8. Name and business address of each gene Name:  | eral partner: Business Address:                                  |
|--|--|
| Miami Capital Investment Group, LLC  | 100 Lincoln Road, Suite, 1536                                    |
| W6 652H  | Miami Beach, FL 33139 PR 3: 48                                   |
| 9. Effective date, if other than the date of filing:  (Effective date cannot be prior to nor more filed by the Florida Department of State.)  Signed this day of | than 90 days after the date the document is                      |
| Signature of each general partner:   |  |
| ——————————————————————————————————————   | Steven Soskin, Manager of GP Miami Capital Investment Group, LLC |
| Filing Fees: \$1,00 Certified Copy (optional): \$52.5 Certificate of Status (optional): \$8.75   |  |

Page 2 of 2