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HOGAN, GREER & SHAPIRO

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

2400 SOUTH DIXIE HIGHWAY

EVELYN LANGLIEB GREER, P.A.

SUITE 200

MIAMI, FLORIDA 33133

TELEPHONE
(305) 854-8989

TELECOPIER
(305) 854-8782

December 6, 1999

300003064333--9
-01/04/00-01029-007
*****8.75 *****8.75

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

300003064333--9
-12/08/99-01044-003
*****78.75 *****78.75

Re: Greer GS Mezzanine Ltd.

w99-28173

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is our check in the amount of \$122.50 for filing and one certified copy of the Articles.

Sincerely,

E. L. Greer

Evelyn Langlieb Greer

FILED
00 JAN -5 PM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

with
1/5



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 9, 1999

HOGAN, GREER & SHAPIRO
2400 SOUTH DIXIE HWY
STE 200
MIAMI, FL 33133

SUBJECT: GREER GS MEZZANINE LTD.
Ref. Number: W99000028173

We have received your document for GREER GS MEZZANINE LTD. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$1706.25. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

You refer to articles of incorporation in your cover sheet but you have submitted a certificate of limited partnership.,

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 299A00058076

FILED
JAN 10 5 11 PM '00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 23, 1999

HOGAN, GREER & SHAPIRO
2400 SOUTH DIXIE HWY
STE 200
MIAMI, FL 33133

SUBJECT: GREER GS MEZZANINE LTD.
Ref. Number: W99000028173

We have received your document for GREER GS MEZZANINE LTD. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$8.75. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

There is a minimum fee of \$52.50 plus the additional \$35.00 for the registered agent so therefore you have a balance of \$8.75.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 599A00060001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF
GREER GS MEZZANINE LTD.

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. The name of the Partnership is GREER GS MEZZANINE LTD.
2. The purpose of the Partnership is to hold and manage equity investments.
3. The principal place of business and mailing address of the Partnership is
2400 S. Dixie Highway, Suite 200, Miami, FL 33133.

4. The name and principal place of business of the General Partner is as follows:

General Partner: Evelyn Langlieb Greer
2400 S. Dixie Highway
Suite 200
Miami, FL 33133

5. The term for which the Partnership is to exist is from the date the Certificate of Limited Partnership is issued from the Secretary of State, through December 31, 2050, unless sooner terminated.

6. The amount of property initially contributed by the Limited Partners is \$1,000.00.

7. The Limited Partners are not required to contribute any additional capital to the Partnership.

8. The name and address of the Registered Agent for service of process is:

Evelyn Langlieb Greer
2400 S. Dixie Highway
Suite 200
Miami, FL 33133

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00 JAN -5 PM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, being duly sworn, have certified,
sworn to and agreed to the foregoing this 22 day of November, 1999.

General Partner

By: Evelyn Langlieb Greer
Evelyn Langlieb Greer

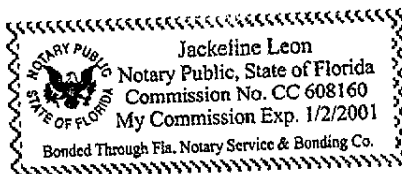
STATE OF FLORIDA)
): ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 22 day of
Nov, 1999 by Evelyn Langlieb Greer, as the general partner of Greer
GS Mezzanine Ltd.. She is personally known to me.

Jackeline Leon
Notary Public, State of Florida
Print name: JACKELINE LEON
Commission No.: _____

FILED
00 JAN -5 PM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

My Commission expires:



CERTIFICATE OF REGISTERED AGENT
OF
GREER GS MEZZANINE LTD.

In pursuance of Chapter 620.105, Florida Statutes, the following is submitted, in compliance with said Act:

That Greer GS Mezzanine Ltd. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Limited Partnership, at the City of Miami, County of Dade, State of Florida, has named Evelyn Langlieb Greer located at 2400 S. Dixie Highway, Suite 200, Miami, FL 33133, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 22 day of Nov., 1999.


EVELYN LANGLIEB GREER

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared EVELYN LANGLIEB GREER, who being duly sworn deposes and states as follows:

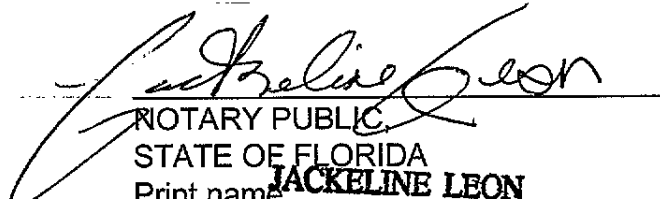
1. That she is the sole general partner in the partnership known as Greer GS Mezzanine Ltd.
2. That the amount of capital contributions contributed by the limited partners is \$1,000.00, which amount is the total amount anticipated to be contributed by the limited partners.
3. Further Affiant sayeth naught.


EVELYN LANGLIEB GREER

FILED
00 JAN -5 PM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
): ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 16th day of December, 1999 by EVELYN LANGLIEB GREER, who is personally known to me.


NOTARY PUBLIC
STATE OF FLORIDA
Print name: JACKELINE LEON
Commission No.: _____

My Commission expires:

