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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 564416 7135588

AUTHORIZATION :

COST LIMIT : \$ 140.00 Patricia

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 00 JAN 26 PM 5:08

ORDER DATE : January 26, 2000

ORDER TIME : 11:45 AM

ORDER NO. : 564416-035

CUSTOMER NO: 7135588

CUSTOMER: Ellen Rose, Esq  
THERREL BAISDEN, P.A.  
THERREL BAISDEN, P.A.  
Suntrust International Center  
One S.e. 3rd Ave. Suite 2400  
Miami, FL 33131

300003111333-2

DOMESTIC FILING

NAME: 826 C.A., LTD.

\*\*\*\*\* FILE 4TH \*\*\*\*\*

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

RECEIVED 00 JAN 26 PM 1:15

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 00 JAN 26 PM 5:08

3K 1/26/00

**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**826 C.A., Ltd.**

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
00 JAN 26 PM 5:08

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 826 C.A., Ltd.
2. The address of the office of the Partnership is 1111 Lincoln Road, Suite 510, Miami Beach, Florida 33139.
3. The name and address of the agent for service of process on the Partnership is Ellen Rose, 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:

826 C.A., Inc.,  
a Florida corporation  
1111 Lincoln Road  
Suite 510  
Miami Beach, Florida 33139

FOU0000005704

5. The mailing address of the Partnership is 1111 Lincoln Road, Suite 510, Miami Beach, Florida 33139.

6. The latest date upon which the Partnership shall dissolve is January 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) ZZ, as President of 826 C.A., Inc., a Florida corporation, as the General Partner of 826 C.A., Ltd. or

**THERREL BAISDEN, P.A.**

(b) an authorized corporate officer, of 826 C.A., Inc., a Florida corporation, as General Partner of 826 C.A., Ltd.

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 26 PM 5:08

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 826 C.A., Ltd. this 25 day of January, 2000.

**GENERAL PARTNER**

826 C.A., Inc., a Florida corporation

By:   
Ellen Rose, President

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for 826 C.A., 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:   
Ellen Rose

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

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared ELLEN ROSE as President of 826 C.A., Inc., a Florida corporation, which is the General Partner of 826 C.A., Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", who by me 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	\$ 490.00
Joseph Comras, Trustee	\$ 500.00
Total	\$ 990.00

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

Michael Comras	\$ 0.00
Joseph Comras, Trustee	\$ 0.00
Total	\$ 0.00

**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:**

826 C.A., Inc.  
a Florida corporation

By: Ellen Rose  
Ellen Rose, President

Dated: Jan 25, 2000

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DIVISION OF CORPORATIONS  
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The foregoing instrument was acknowledged before me this 25 day of January, 2000, by Ellen Rose, as President of 826 C.A., Inc., a Florida corporation, by and on behalf of said corporation as general partner of 826 C.A., Ltd., a Florida limited partnership, by and on behalf of said partnership. She is personally known to me.

Patricia Gail Nadler  
Notary Public, State of Florida  
at Large

PATRICIA GAIL NADLER  
Print/Type or Stamp Notary Name  
Commission No. (if any) \_\_\_\_\_

My Commission Expires:

Aug. 27, 2000

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

