



THE UNITED STATES
CORPORATION
COMPANY

A00000000331

ACCOUNT NO. : 072100000032

REFERENCE : 600029 4656E

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 1837.50

ORDER DATE : February 24, 2000

ORDER TIME : 10:17 AM

ORDER NO. : 600029-005

4000003145874--4

CUSTOMER NO: 4656E

CUSTOMER: Mr. Anthony Varrone
GREENBERG TRAUIG, P.A.
GREENBERG TRAUIG, P.A.
Suite 2050
111 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: C/MAX CAPITAL LIMITED
PARTNERSHIP - III

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS: _____

DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 FEB 24 AM 11:23

RECEIVED

00 FEB 24 PM 1:12

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

13/K

2/24/00

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
C/MAX CAPITAL LIMITED PARTNERSHIP - III**

THE UNDERSIGNED, constituting the sole general partner of **C/MAX CAPITAL LIMITED PARTNERSHIP - III** (the "Partnership"), does hereby submit the following information in accordance with the Florida Revised Limited Partnership Act (1986) to make public the information of the Partnership:

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1. **Name:** The name of the Partnership shall be:
C/MAX CAPITAL LIMITED PARTNERSHIP - III
2. **Registered Agent:** The Registered Agent and Registered Office of the Partnership in the State of Florida is:

Name: Marc Watson
Address: 2950 S.W. 27th Avenue, Suite 110
Miami, Florida 33133

The Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of **C/MAX CAPITAL LIMITED PARTNERSHIP - III**, at the place designated in this Certificate of Limited Partnership of **C/MAX CAPITAL LIMITED PARTNERSHIP - III**, I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.


Marc Watson, Registered Agent

3. **General Partner:** The name and address of the general partner of the Partnership is:

L 00000002040

C/Max Capital - III, LLC
2950 S.W. 27th Avenue, Suite 110
Miami, Florida 33133

4. **Partnership Address:** The office and mailing address for the Partnership shall be: 2950 S.W. 27th Avenue, Suite 110, Miami, Florida 33133.

5. **Dissolution:** The latest date upon which the Partnership will dissolve is December 31, 2049.

IN WITNESS WHEREOF, the undersigned does hereby execute this Certificate of Limited Partnership and attach an Affidavit declaring the amount of the capital contribution of the limited partners and the anticipated amount to be contributed by the limited partners.

C/MAX CAPITAL - III, LLC, a Florida
limited liability company, as general
partner

By: Marc Watson
Marc Watson, Managing Member

RECORDED
00 FEB 20
PM 1:12
BY MICHELLE COLLINS

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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BEFORE ME, the undersigned, general partner of **C/MAX CAPITAL LIMITED PARTNERSHIP - III**, a Florida limited partnership, hereinafter referred to as the "Partnership", who upon being sworn, certify as follows:

1. The amount of capital contributions of the limited partners contributed to date is \$ zero.
2. The total amount contributed to date and anticipated to be contributed to the capital of the limited partners is \$5,500,000.

Dated this 21 day of February, 2000.

FURTHER AFFIANT SAYETH NOT.

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

**C/MAX CAPITAL - III, LLC, a Florida
limited liability company, as general
partner**

By: 
Marc Watson, Managing Member

WRITTEN CONSENT GRANTING APPROVAL FOR USE OF NAME

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 24 PM 1:12

C-MAX CAPITAL CORPORATION, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), and C-MAX CAPITAL LIMITED PARTNERSHIP-I a limited partnership organized and existing under the laws of the State of Florida (the "Partnership"), does hereby grant permission and approve the filing of the Certificate of Limited Partnership for the following limited partnership: C/MAX CAPITAL LIMITED PARTNERSHIP-III, a Florida limited partnership.

The undersigned have executed this Written Consent Granting Approval for Use of Name on behalf of the Corporation and the Partnership this 21 th day of February, 2000.

C-MAX CAPITAL CORPORATION

By: M M Watson
Marc M. Watson, Chief Executive Officer

C-MAX CAPITAL LIMITED PARTNERSHIP-I

By: C-MAX CAPITAL CORPORATION,
a Florida corporation, general partner

By: M M Watson
Marc M. Watson, Chief Executive Officer