



THE UNITED STATES  
CORPORATION  
COMPANY

# A00000000405

ACCOUNT NO. : 072100000032

REFERENCE : 611044 4656E

AUTHORIZATION :

*Patricia Knight*

COST LIMIT : \$ 1837.50

ORDER DATE : March 3, 2000

ORDER TIME : 2:15 PM

ORDER NO. : 611044-005

CUSTOMER NO: 4656E

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

8000003157628--5

DOMESTIC FILING

NAME: CMAX CAPITAL  
(ENTENTE INVESTMENT) LIMITED  
PARTNERSHIP-IV

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

*3/3/00*

00 MAR -3 AM 9:21

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 MAR -3 PM 3:18

RECEIVED

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
C/MAX CAPITAL (ENTENTE INVESTMENT) LIMITED  
PARTNERSHIP - IV**

THE UNDERSIGNED, constituting the sole general partner of C/MAX CAPITAL (ENTENTE INVESTMENT) LIMITED PARTNERSHIP - IV (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:

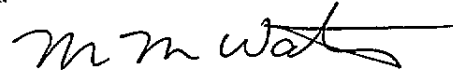
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR '03 AM 9:21

1. **Name:** The name of the Partnership shall be:  
**C/MAX CAPITAL (ENTENTE INVESTMENT)  
LIMITED PARTNERSHIP - IV**
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. 27<sup>th</sup> Avenue, Suite 110  
Miami, Florida 33133

The Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of C/MAX CAPITAL (ENTENTE INVESTMENT) LIMITED PARTNERSHIP - IV, at the place designated in this Certificate of Limited Partnership of C/MAX CAPITAL (ENTENTE INVESTMENT) LIMITED PARTNERSHIP - IV, 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:

L00000002421

C/Max Capital (Entente Investment GP) - IV, LLC  
2950 S.W. 27<sup>th</sup> Avenue, Suite 110  
Miami, Florida 33133

4. **Partnership Address:** The office and mailing address for the Partnership shall be: 2950 S.W. 27<sup>th</sup> 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 (ENTENTE  
INVESTMENT GP) - IV, LLC, a Florida  
limited liability company, as general  
partner**

By:   
Marc Watson, Managing Member

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DIVISION OF CORPORATIONS  
00 MAR-3 AM 9:21

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned, general partner of **C/MAX CAPITAL (ENTENTE INVESTMENT) LIMITED PARTNERSHIP - IV**, 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 \$1,900,000.

Dated this 1 day of March, 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 (ENTENTE INVESTMENT GP) - IV, LLC, a Florida limited liability company, as general partner**

By: Marc Watson  
Marc Watson, Managing Member

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR 2000 AM 9:21

**WRITTEN CONSENT GRANTING APPROVAL FOR USE OF NAME**

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 (ENTENTE INVESTMENT) LIMITED PARTNERSHIP-IV, a Florida limited partnership.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR 30 AM 9:21

The undersigned have executed this Written Consent Granting Approval for Use of Name on behalf of the Corporation and the Partnership this   /   th day of March, 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