



THE UNITED STATES
CORPORATION
COMPANY

A00000000667

ACCOUNT NO. : 072100000032

REFERENCE : 663056 4332380

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF CORPORATIONS
00 APR 19 PM 4:31

ORDER DATE : April 14, 2000

ORDER TIME : 2:02 PM

ORDER NO. : 663056-010

CUSTOMER NO: 4332380

CUSTOMER: Mr. Michael R. Storace
MICHAEL R. STORACE, P.A.
MICHAEL R. STORACE, P.A.
Suite 504
5975 Sunset Drive
Miami, FL 33143

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200003209972--1

-04/17/00--01001--022

*****5.00 *****5.00

DOMESTIC FILING

NAME: PENSION PLAN ASSOCIATES, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

FILE 2ND

CONTACT PERSON: Tamara Odom

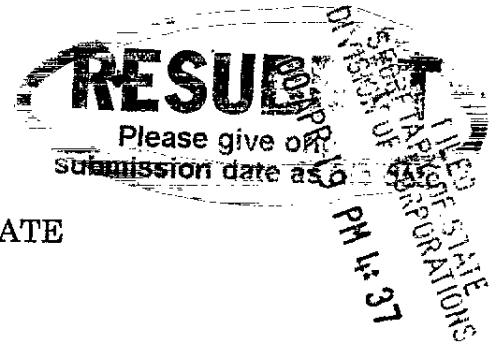
EXAMINER'S INITIALS:

RECEIVED
00 APR 14 PM 3:57
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

3/24/19



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State



April 17, 2000

TAMARA ODOM
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: PENSION PLAN ASSOCIATES, LTD.
Ref. Number: W00000010041

We have received your document for PENSION PLAN ASSOCIATES, LTD. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Limited partnerships are required to file a Certificate of Limited Partnership and an Affidavit of Capital Contributions. The AFFIDAVIT and CERTIFICATE information may be combined into one document which should then be titled accordingly.

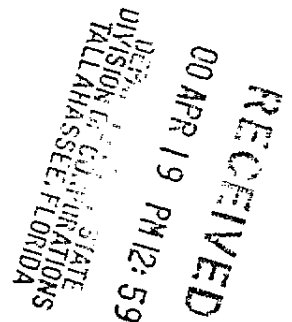
This limited partnership CERTIFICATE document contains information about the capital contributions, but in Item 16 it makes reference to an attached "SCHEDULE 'A' AFFIDAVIT". Such a document was not included.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 700A00020907



**CERTIFICATE OF LIMITED PARTNERSHIP
OF
PENSION PLAN ASSOCIATES, LTD.,
A Florida Limited Partnership**

The undersigned, acting as formers of a limited partnership under the Florida Revised Uniform Partnership Act, adopted the following certificate for such limited partnership.

1. Name. The name of the Limited Partnership is **PENSION PLAN ASSOCIATES, LTD.**

2. Business. The general character of the Partnership business shall be to own, acquire, sell and lease investment real estate and other investment property of any type, kind or description, and to conduct a general business as thereto related.

3. Principal Place of Business and Location of Records. The location of the principal place of business of the Partnership is 2801 Ponce De Leon Boulevard, Suite 750, Coral Gables, Florida, Miami-Dade County, Florida 33134 at which place the records shall be maintained.

4. Registered Agent. The name and address of the registered agent for service for this Limited Partnership is **HOWARD S. SUSSKIND, C/O Sugarman and Susskind, P. A., 2801 Ponce De Leon Boulevard, Suite 750, Coral Gables, Miami-Dade County, Florida 33134,** who acknowledge by his, her or its signature hereunder, that he, she, or it accepts same.

5. The General Partner. The name and business of the General Partner is as follows:

GENERAL PARTNER:

**PENSION BAY INVESTMENTS, L. L. C.
C/O Sugarman and Susskind, P. A.
2801 Ponce De Leon Boulevard
Suite 750
Coral Gables, Florida 33134**

L00-4/243

6. Mailing Address. The mailing address of the Limited Partnership is C/O Sugarman and Susskind, P. A. at 2801 Ponce De Leon Boulevard, Suite 750, Coral Gables, Florida 33134.

7. Term. The Partnership shall begin at the time of the filing of the certificate of Limited Partnership with the Department of State and shall liquidate and dissolve on December 31, 2098 unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.

8. Additional Contributions. No additional contributions of the Limited Partners have been agreed upon.

9. Return of Contributions. No Limited Partner shall be entitled to withdraw or demand the return of any part of his, her or its capital contribution except upon dissolution of the Partnership.

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10. Profits. All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportion as the Partners' then capital interest accounts, unless retained for Partnership investment and business activities.

11. Sale or Transfer of Interest in Partnership. A Limited Partner shall not have the right to sell or transfer his, her, or its interest in the Partnership without the prior written consent of the partners, unless the transfer is a permitted transfer, as explained in detail by the Partnership Agreement.

12. Additional Limited Partners. The General Partner may admit additional limited partners.

13. Priority Among Limited Partners. There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

14. Continuance of Business. Upon the death, retirement, insanity, dissolution, bankruptcy and/or insolvency of the General Partner, the Partnership shall dissolve unless continued by the remaining Partners and selecting when necessary, by unanimous vote, a new successor General Partner.

15. Property Other Than Cash. A Limited Partner may not demand property other than cash in return for his, her or its contributions.

16. Amount of Cash and Affidavit to Agreed Value and Description of Property. The Limited Partners in the Limited Partnership have contributed cash as set forth in Schedule "A" Affidavit of the Amount of the Capital Contributions of Limited Partners, and the amount anticipated which will be contributed by the Limited Partners is up to \$18,000,000.00

11th IN WITNESS WHEREOF, the parties have hereunder executed this Certificate on the day of April, 2000.

GENERAL PARTNER:

PENSION BAY INVESTMENTS, L. L. C.

By: Harley A. McDougall, as Manager

REGISTERED AGENT:

By: Howard S. Susskind
HOWARD S. SUSSKIND

542GB

**PENSION PLAN ASSOCIATES, LTD.,
A Florida Limited Partnership**

**"AFFIDAVIT OF THE AMOUNT OF THE CAPITAL CONTRIBUTIONS
OF THE LIMITED PARTNERSHIP, AND ANY AMOUNT
ANTICIPATED TO BE CONTRIBUTED BY THE LIMITED
PARTNERS."**

The undersigned present this Affidavit, given under oath, to affirm the following:

1. The amount of the capital contributions to date of the Limited Partnership of **PENSION PLAN ASSOCIATES, LTD.**, is \$1,000.00.
2. The amount contributed and anticipated to be contributed by the Limited Partners at this time will not exceed \$18,000,000.00


**PENSION BAY INVESTMENTS, L. L. C., a
Florida Limited Liability Company as General
Partner.**

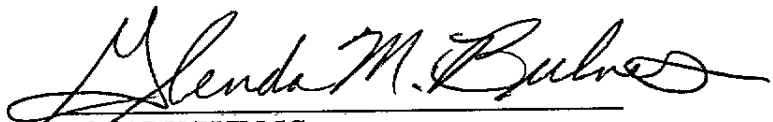
By:


**MICHAEL R. STORACE, as Authorized
Representative of the Members**

**STATE OF FLORIDA }
COUNTY OF MIAMI-DADE}**

The foregoing instrument was acknowledged before me this 18th day of April, 2000, by **MICHAEL R. STORACE**, as Authorized Representative of the Members for Pension Bay Investments, L. L. C., a Florida Limited Liability Company, the General Partner of Pension Plan Associates, Ltd., who is personally known to me, or, if not, produced the following form of identification:

 **Glenda M Bulnes
My Commission CG736694
Expires April 26, 2002**


**NOTARY PUBLIC
PRINT NAME: GLEND A M. BULNES
COMMISSION EXPIRES: 4/26/2002**