

THE UNITED STATES
CORPORATION
COMPANY

A00000000819

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 19 PM 3:44

ACCOUNT NO. : 072100000032

REFERENCE : 701984 4352702

AUTHORIZATION :

COST LIMIT : \$ 1837.50

ORDER DATE : May 18, 2000

ORDER TIME : 10:20 AM

ORDER NO. : 701984-010

900003257389--2

CUSTOMER NO: 4352702

CUSTOMER: Ms. Lisa Folis
WILLIAMS PARKER HARRISON DIETZ
WILLIAMS PARKER HARRISON DIETZ
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC FILING

NAME: CARAM, LTD.

h/r of 19/00
***FILE SECOND**

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

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

RECEIVED
00 MAY 18 AM 11:34
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 19, 2000

KIM CLEMONS
CSC
TALLAHASSEE, FL

SUBJECT: CARAM, LTD.
Ref. Number: W00000013050

RESUBMIT
Please give original
submission date as file date.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 19 PM 3:44

We have received your document for CARAM, LTD. and the authorization to debit your account in the amount of \$1837.50. However, the document has not been filed and is being returned for the following:

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

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: 400A00028492

RECEIVED
00 MAY 19 PM 3:22
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CARAM PARTNERSHIP, LTD.
A FLORIDA LIMITED PARTNERSHIP**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned General Partner desires to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Chapter 620, Part I of the Florida Statutes, and hereby states the following:

1. The name of the limited partnership is "Caram Partnership, Ltd."
2. The address of the office of the limited partnership is 3665 Bee Ridge Road, Sarasota, Florida 34233.
3. The name and address of the agent for service of process on the limited partnership is William M. Seider, at 200 South Orange Avenue, Sarasota, Florida 34236.
4. The name and business address of each General Partner is:

Marac, Inc.
P.O. Box 5722 P 000000 49435
Sarasota, Florida 34277-5722
5. The mailing address of the limited partnership is P.O. Box 5722, Sarasota, Florida 34277-5722.
6. The latest date upon which the limited partnership shall dissolve is December 1, 2020.

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 Caram, Ltd., this the 17th day of May 2000.

MARAC, INC.

By: 

Jaime S. Carrion
As its Chairman of the Board
"General Partner"

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF SARASOTA

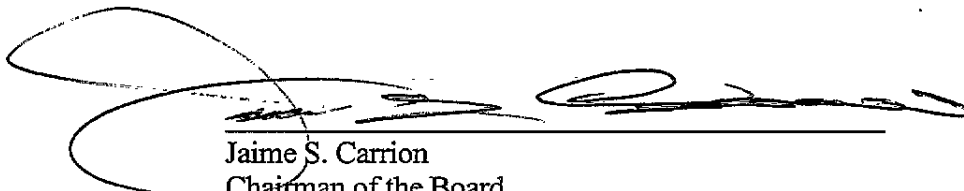
BEFORE ME, the undersigned authority, personally appeared Jaime S. Carrion, as Chairman of the Board of Marac, Inc., a Florida corporation, which is the General Partner of CaramPartnership Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon first being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership of the Limited Partners is \$ 1,000,000.00

2. The amount of additional capital contributions anticipated to be contributed by the Limited Partners is \$--0--.

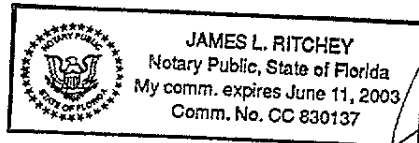
FURTHER AFFLIANT SAYETH NAUGHT.

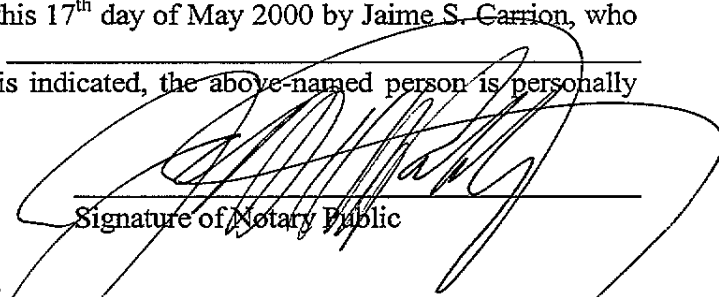
Under penalties of perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.


Jaime S. Carrion
Chairman of the Board
Marac, Inc.

SWORN TO AND SUBSCRIBED before me this 17th day of May 2000 by Jaime S. Carrion, who is personally known to me or who has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

(Notary Seal)




Signature of Notary Public

Print Name of Notary Public

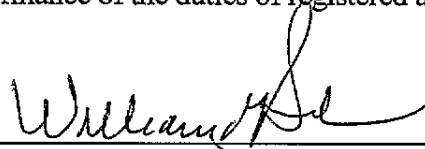
I am a Notary Public of the State of Florida,
and my commission expires on _____

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

CARAM PARTNERSHIP, LTD.

Having been named as registered agent for a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees 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.

By:


William M. Seider
Registered Agent

JLT-395578.1

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