

**A00000001003**

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

✓ 13 Investments, CP.

300003276023-0  
-06/05/00-01026-024  
\*\*\*1837.50 \*\*\*1837.50

**MJH**

Art of Inc. File \_\_\_\_\_

LTD Partnership File \_\_\_\_\_

Foreign Corp. File \_\_\_\_\_

L.C. File \_\_\_\_\_

Fictitious Name File \_\_\_\_\_

Trade/Service Mark \_\_\_\_\_

Merger File \_\_\_\_\_

Art. of Amend. File \_\_\_\_\_

RA Resignation \_\_\_\_\_

Dissolution / Withdrawal \_\_\_\_\_

Annual Report / Reinstatement \_\_\_\_\_

Cert. Copy \_\_\_\_\_

Photo Copy \_\_\_\_\_

Certificate of Good Standing \_\_\_\_\_

Certificate of Status \_\_\_\_\_

Certificate of Fictitious Name \_\_\_\_\_

Corp Record Search \_\_\_\_\_

Officer Search \_\_\_\_\_

Fictitious Search \_\_\_\_\_

Fictitious Owner Search \_\_\_\_\_

Vehicle Search \_\_\_\_\_

Driving Record \_\_\_\_\_

UCC 1 or 3 File \_\_\_\_\_

UCC 11 Search \_\_\_\_\_

UCC 11 Retrieval \_\_\_\_\_

Courier \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN 21 AM 10:13

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
00 JUN -5 AM 9:47

Signature \_\_\_\_\_

Requested by: LG

6/5/00

8:42p

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 5, 2000

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: V & B INVESTMENTS, L.P.  
Ref. Number: W00000014184

We have received your document for V & B INVESTMENTS, L.P. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 note that Florida limited partnerships cannot use the "L.P." suffix. Please use LTD., LIMITED, or LIMITED PARTNERSHIP.

Also, please note that we have RETAINED your \$1,837.50 payment.

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: 600A00031525

*Corrected*

RECEIVED  
00 JUN 21 AM 9:53  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**VIBA INVESTMENTS LIMITED PARTNERSHIP**  
**LIMITED PARTNERSHIP**  
**A Florida Limited Partnership**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN 21 AM 10:13

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

1. Name. The name of this Limited Partnership is the VIBA INVESTMENTS LIMITED PARTNERSHIP.
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 781 Crandon Boulevard, Unit 1103, Key Biscayne, Miami-Dade County, Florida 33149, 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 ERIC W. SULZBERGER at 1090 Kane Concourse, Suite 201, Bay Harbor Islands, Florida 33154, who acknowledges by his, her or its signature hereunder, that he, she or it accepts same.
5. The General Partner. The name and business address of the General Partner is as follows:

**GENERAL PARTNER**

BRIAN BAILYS

**PLACE OF BUSINESS**

781 Crandon Blvd. Unit 1103

Key Biscayne, FL 33149

6. Mailing Address. The mailing address of the Limited Partnership is 781 Crandon Blvd. Unit 1103, Key Biscayne , Florida 33149 .

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 May 1, 2030, unless sooner dissolved by law or by agreement of the parties 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 or her capital contribution except upon dissolution of the Partnership.

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 or her 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 Partners 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 or insanity of the surviving 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 or her contributions.

16. Amount of Cash and Affidavit to Agreed Value and Description of Property Contributed. The Limited Partners in the Limited Partnership have contributed their interest in the property as set forth in Schedule "B," Affidavit of the Amount of the Capital Contributions of the Limited Partners, and Any Amount Anticipated to be Contributed by the Limited Partners," attached hereto, with an agreed value of \$ 15,195,000.00 .

IN WITNESS WHEREOF, the parties have hereunder executed this Certificate on the

8<sup>th</sup> day of June, 2000.

GENERAL PARTNER:



**BRIAN BAILYS**  
29225 Chagrin Blvd. #310  
Beachwood, Ohio 44122

Dated: 6-8-00



**ERIC W. SULZBERGER**  
C/o Sulzberger & Sulzberger  
1090 Kane Concourse, Suite 201  
Bay Harbor Islands, FL 33154

Registered Agent

SCHEDULE "B"

The VIBA INVESTMENTS 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 presents this Affidavit, given under oath, to affirm the following:

1. The amount of the capital contributions to date of the Limited Partnership of the VIBA INVESTMENTS LIMITED PARTNERSHIP is \$ 1,100,000.00.
2. The amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$ 15,195,000.00.



**BRIAN BAILYS**  
29225 Chagrin Blvd. #310  
Beachwood, Ohio 44122

Dated: 6-8-00

STATE OF OHIO

COUNTY OF CUYAHOGA

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of June 2000, by BRIAN BAILYS, who is personally known to me, or, if not, produced the following form of identification: \_\_\_\_\_

Mary Beth Caputo  
NOTARY PUBLIC  
Mary Beth Caputo  
Name of Notary typed, printed or stamped  
Commission No. 12-12-02

[Seal above]