

CCRS
103 N. MERIDIAN STREET, SUITE 200
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FC-14

FILE 2ND

A00000001389


CONTACT: CINDY HICKS

700003386317--9
-09/08/00--01019--023
****148.75 ****148.75

DATE: 9-8-00

REF. #: 0151.13059

CORP. NAME: PINNACLE LAKES, LTD.

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input checked="" type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER:  | | |

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 SEP-8 PM 3:24

STATE FEES PREPAID WITH CHECK# 8767 FOR \$ 148.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input checked="" type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

me 9/8

RECEIVED
00 SEP-8 AM 10:26
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
STATE OF FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF PINNACLE LAKES, LTD.**

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of PINNACLE LAKES, LTD., a Florida limited partnership (the "Partnership"), hereby executes and submits for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

PINNACLE LAKES, LTD.

2. The office and principal place of business for the Partnership currently is:

9400 South Dadeland Blvd., Suite 100
Miami, Florida 33156

3. The name and address of the agent for service of process on the Partnership are:

Patricia K. Green
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

4. The name and address of the General Partner of the Partnership is:

PHG-LAKES, INC.
9400 South Dadeland Blvd., Suite 100
Miami, Florida 33156

5. The mailing address of the Partnership is:

9400 South Dadeland Blvd., Suite 100
Miami, Florida 33156

6. The latest date upon which the Partnership shall dissolve is December 31, 2050.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as General Partner, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: September 6th, 2000

PHG-LAKES, INC., a Florida
corporation, as General Partner

By: _____

Michael Wohl, President

FILED STATE
SECRETARY OF CORPORATIONS
SEP - 8 PM 3:21

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Patricia K. Green hereby accepts her appointment as registered agent for PINNACLE LAKES, LTD., a Florida limited partnership and states that she is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: September 6, 2000


Patricia K. Green

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP -8 PM 3:24

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA }
COUNTY OF MIAMI-DADE } SS: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP -8 PM 3:24

BEFORE ME, the undersigned authority, personally appeared Michael Wohl, as President of PHG-LAKES, INC., a Florida corporation, as General Partner of PINNACLE LAKES, LTD., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partner of the Partnership to the Partnership is \$99.99.

2. It is not anticipated that the Limited Partner will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

PHG-LAKES, INC., a Florida corporation,
as General Partner

By: _____

Michael Wohl, as President

The foregoing instrument was acknowledged before me this 6th day of September, 2000, by Michael Wohl, as President of PHG-LAKES, INC., a Florida corporation, as General Partner of PINNACLE LAKES, LTD., a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification.

Lissette Cantillo
Print or Stamp Name: Lissette Cantillo
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires



G:\W-PKG\35360\024\Corp-Ltd\CERT-LTD