



THE UNITED STATES
CORPORATION
COMPANY

A000000 01563

ACCOUNT NO. : 072100000032

REFERENCE : 862798 4385117

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
00 OCT 13 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 13, 2000

ORDER TIME : 10:51 AM

ORDER NO. : 862798-005

L 12396

CUSTOMER NO: 4385117

CUSTOMER: Michelle L. Raab, Legal Asst
Gunster Yoakley Valdes-fauli &
Stewart, P.a.
Suite 1400
500 East Broward Blvd.
Ft. Lauderdale, FL 33301

000003424140--6
-10/13/00--01042--010
*****61.25 *****61.25

DOMESTIC FILING

NAME: ONE LAS OLAS, LTD.

000003424140--6
-10/13/00--01042--009
***1785.00 ***1785.00

EFFECTIVE DATE: **(8)**

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

RECEIVED
00 OCT 13 AM 11:36
TALLAHASSEE, FLORIDA

**LP- 1785.00
COST 61.25**

**3K
10/13**



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 13, 2000

SUSIE KNIGHT
CSC
TALLAHASSEE, FL

SUBJECT: ONE LAS OLAS, LTD.
Ref. Number: W00000024814

RESUBMIT

Please give original
submission date as file date.

*Please see
attached letter.*

We have received your document for ONE LAS OLAS, LTD. and your check(s) totaling \$1846.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$1,846.25 payment.

On October 11, 2000, a Florida limited liability company called ONE LAS OLAS, LLC was formed.

Unless there is some relationship between ONE LAS OLAS, LLC and this limited partnership, this limited partnership CANNOT use the name ONE LAS OLAS, LTD.

The only relationship that would be acceptable is if at least one officer or director in OMNI EQUITIES CORPORATION were a member of ONE LAS OLAS, LLC, or was an officer, director, or member or partner of some entity that was a member of ONE LAS OLAS, LLC.

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: 400A00054029

00 OCT 13 PM 4:52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 OCT 13 PM 3:55
TALLAHASSEE, FLORIDA



GUNSTER YOAKLEY
ATTORNEYS AT LAW

Our File Number: 20025-09000
Writer's Direct Dial Number: 954-468-1355
Writer's E-Mail Address: mraab@gunster.com

00 OCT 11 2000
FILED
TALLAHASSEE
FLORIDA
4:52

October 12, 2000

VIA FEDERAL EXPRESS

Mr. Kelly Courtney
CSC
1201 Hays Street
Tallahassee, FL 32301

Dear Kelly:

Pursuant to our conversation this afternoon, we are enclosing the registered agent page of a Certificate of Limited Partnership for One Las Olas, L.P. The balance of this Certificate will come to you from our client via FedEx. **Please file this document immediately, so that we obtain an October 13th filing date.** Please telephone Lora Rossi or Mark Albright of this office if you have any questions. Please charge our corporate account, number 4385117, for an additional filing fees not covered by our client's check.

Please obtain for us, and FedEx to us for our receipt Monday, October 16th, a certified copy of the Certificate of Limited Partnership and a good standing certificate.

If an issue, please advise the Dept. of State that our client is one and the same as the party who filed Articles of Incorporation for One Las Olas, LLC just a few days ago. I was told by the State that, so long as the party was the same, this was not a problem.

Thank you for your assistance.

Sincerely,

Michelle L. Raab
Michelle L. Raab, CLA
Legal Assistant

/mlr
enc.

*g/w LORA
ok to change
to "Ltd"*

Gunster, Yoakley & Stewart, P.A.
Broward Financial Centre
500 East Broward Boulevard, Suite 1400 • Fort Lauderdale, FL 33394
(954) 462-2000 Fax: (954) 523-1722
e-mail: clientservices@gunster.com • www.gunster.com

FORT LAUDERDALE • MIAMI • PALM BEACH • STUART • TALLAHASSEE • VERO BEACH • WEST PALM BEACH

75 years
Established 1925

CERTIFICATE OF LIMITED PARTNERSHIP**OF****ONE LAS OLAS, LTD.****FILED**
00 OCT 13 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as organizer of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act hereby adopts the following certificate for such Limited Partnership:

1. The name of the Limited Partnership is **ONE LAS OLAS, LTD.**

2. (a) The address of the office of the Partnership at which place the records shall be maintained is:

c/o Gunster, Yoakley & Stewart, P.A.
500 East Broward Blvd., Suite 1400
Ft. Lauderdale, Florida 33394

(b) The name and address of the Partnership's agent for service of process is:

Valdes-Fauli Corporate Services, Inc.
500 East Broward Boulevard
Suite 1400
Ft. Lauderdale, Florida 33394

THIS DOCUMENT PREPARED BY:

Daniel M. Mackler, Esq.
Gunster, Yoakley & Stewart, P.A.
500 East Broward Boulevard
Suite 1400
Ft. Lauderdale, Florida 33394
(954) 462-2000

Florida Bar No. 0870366

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TALLAHASSEE, FLORIDA
PO00000055

3. The name and address of the General Partner is:

Omni Equities Corporation
350 Theodore Fremd Avenue
Rye, New York 10580

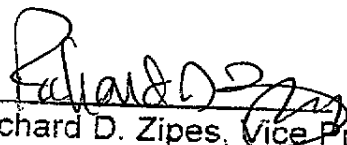
4. The mailing address for the Limited Partnership is:

350 Theodore Fremd Avenue
Rye, New York 10580

5. The term of the Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida and shall continue until December 31, 2050, unless sooner terminated as provided in the Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned General Partner has hereto executed this Certificate the 12th day of October, 2000.

GENERAL PARTNER:
Omni Equities Corporation,
a Florida corporation

By: 
Richard D. Zipes, Vice President

STATE OF New York)
) : SS
 COUNTY OF Westchester)

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 OCT 13 PM 4:52
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 12 day of October, 2000, by Richard Zipes, as Vice President, of Omni Equities Corporation, a Florida Corporation, who is personally known to me or has produced Driver's License, as identification.

JAMES MARSICO
 Notary Public, State of New York
 No. 02MA5037200
 Qualified in Westchester County
 Commission Expires December 10, 2000
2/6/01

Print Name: JAMES MARSICO
 NOTARY PUBLIC
 My Commission Expires: 2/6/01

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate of Limited Partnership, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Valdes-Fauli Corporate Services, Inc.

JAMES MARSICO
 Notary Public, State of New York
 No. 02MA5037200
 Qualified in Westchester County
 Commission Expires December 10, 2000
2/6/01

By: _____
 Mark J. Scheer, Vice President

Dated: _____, 2000

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00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

NY
STATE OF FLORIDA)
Westchester) SS
COUNTY OF MIAMI-DADE)

FILED
OCT 13 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public, personally appeared **RICHARD D. ZIPES**, as Vice President of Omni Equities Corporation, a Florida corporation, as General Partner of **ONE LAS OLAS, LTD.** ("Affiant"), who, after first being duly sworn, under oath, deposes and states that:

1. Affiant is the Vice President of Omni Equities Corporation (the "Company"), and is authorized to give this Affidavit.

2. The Company is the General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act under the name **ONE LAS OLAS, LTD.**

3. The amount of capital contribution to date of the limited partners is \$ 500,000.

4. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 7,000,000.

5. The Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.

Richard D. Zipes
RICHARD D. ZIPES, as Vice President of Omni Equities Corporation

FILED
OCT 13 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 12th day of October, 2000 by RICHARD D. ZIPES, who is personally known to me or has produced James Marsico as identification.

JAMES MARSCO
Notary Public, State of New York
No. 02MA5037200
Qualified in Westchester County
Commission Expires December 10, 2002
2/6/01

Print Name: JAMES MARSCO
NOTARY PUBLIC
State of Florida NY
My Commission Expires: 2/6/01