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LAW OFFICES OF OSCAR J. ESTEVEZ
999 PONCE DE LEON BOULEVARD - SUITE 500
CORAL GABLES, FLORIDA 33134

OSCAR J. ESTEVEZ

PHONE (305) 443-9901
FAX (305) 443-0900

October 2, 2000

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-10/06/00--01051--010
****378.00 ****378.00

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Attention Partnerships:

Enclosed please find Certificate of Partnership for PINNEY FAMILY LIMITED PARTNERSHIP.
Additionally, you will find check number 1067 in the amount of \$87.50 covering the Filing Fees and
the Registered Agent Designation Fee.

If you have any questions, please contact the undersigned at the above number or address.

Sincerely,

Oscar J. Estevez, Esquire

OJE:p2
enclosures

FILED
OCT 27 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A00-1634
QR



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 13, 2000

OSCAR J. ESTEVEZ
999 PONCE DE LEON BLVD., SUITE 500
CORAL GABLES, FL 33134

SUBJECT: THE PINNEY FAMILY LIMITED PARTNERSHIP
Ref. Number: W00000024780

We have received your document for THE PINNEY FAMILY LIMITED PARTNERSHIP and your check(s) totaling \$378.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

Pursuant to section 620.108, Florida Statutes, an affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners must accompany the certificate of limited partnership. The affidavit must be signed by all general partners.

LIMITED PARTNERSHIP CERTIFICATE/APPLICATION BASIC FEES

Filing fees \$52.50 minimum - \$1750 maximum
Registered Agent Designation \$35

The filing fee is based on the total amount contributed and anticipated to be contributed by the limited partners as shown in the affidavit at a rate of \$7 per \$1000. The filing fee for an Application to Register a Foreign Limited Partnership is based on the total amount contributed by the limited partners allocated for the purpose of transacting business in the State of Florida at a rate of \$7 per \$1000.

Certified Copy (15 pages or less, \$1 for each additional page after initial 15 pages)	\$52.50
Registered Agent/Office Change	\$35
Name Reservation (120 days nonrenewable)	\$35
Amendment (other than specified)	\$52.50
Affidavit Decreasing Contributions	\$52.50
Affidavit Increasing Contributions \$7 per \$1000 on increase only (\$52.50 minimum-\$1750 maximum)	

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Certificate of Status or Fact	\$8.75
Cancellation	\$52.50
Resignation of Registered Agent	\$87.50

LP Annual Report/Uniform Business Report
\$7 per \$1000 of invested capital
(\$52.50 minimum - \$437.50 maximum)
plus Supplemental Fee of \$138.75

Reinstatement

(\$500 for each year or part thereof the
partnership was revoked plus the delinquent
annual report/uniform business report fees)

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 600A00053969

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TALLAHASSEE, FLORIDA

LAW OFFICES OF OSCAR J. ESTEVEZ
999 PONCE DE LEON BOULEVARD - SUITE 500
CORAL GABLES, FLORIDA 33134

OSCAR J. ESTEVEZ

PHONE (305) 443-9901
FAX (305) 443-0900

October 20, 2000

Tammi Cline - Document Specialist
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Dear Ms. Cline:

Enclosed please find a copy of your letter dated October 13, 2000 and the corrected copy of the Pinney Family Limited Partnership. Please note that a check for \$378.00 was previously submitted to cover the filing fee and the Registered Agent Designation Fee.

If you have any questions, please contact the undersigned at the above number or address.

Sincerely,


Oscar J. Estevez, Esquire

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enclosures

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TALLAHASSEE, FLORIDA

LAW OFFICES OF OSCAR J. ESTEVEZ
999 PONCE DE LEON BOULEVARD - SUITE 500
CORAL GABLES, FLORIDA 33134

PHONE (305) 443-9901
FAX (305) 443-0090

OSCAR J. ESTEVEZ

October 26, 2000

Tammi Cline- Document Specialist
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Dear Ms. Cline:

As per our conversation, I am enclosing Affidavit of Capital Contribution for The Pinney Family Limited Partnership.

If you have any questions, please contact me at the above number or address.

Sincerely,


Oscar J. Estevez, Esquire

OJE/mtr.rl
Enclosure(s)

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TALLAHASSEE, FLORIDA

Certificate of Limited Partnership
Of
The Pinney Family Limited Partnership
Limited Partnership

This Certificate of Limited Partnership, made and entered into as of the 15th day of September, 2000, at Miami, Florida, by the following, herein called "General Partners":

William A. Pinney

and the following, hereinafter referred to as "Limited Partners":

Peggy Vance

WITNESSETH:

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TALLAHASSEE, FLORIDA

1. *Name.* The name of this Limited Partnership is THE Pinney Family Limited Partnership LIMITED PARTNERSHIP.

2. *Business.* The general character of the Partnership business shall be to hold and manage investment securities, and conduct a general business as thereto related.

3. *Principal Place of Business.* The location of the principal place of business of the Partnership is 999 Ponce De Leon Blvd. - Suite 500, Coral Gables, Florida 33134, Miami-Dade County, Florida.

4. *Registered Agent and Office.* The registered agent for this Limited Partnership is Oscar J. Estevez, Esquire. The street address of the registered agent and the registered office is 999 Ponce De Leon Blvd. - Suite 500, Coral Gables, Florida 33134.


Registered Agent

5. *The Partners.* The General Partners and Limited Partners of this Limited Partnership are as follows:

GENERAL PARTNERS:

Business Address:

William A. Pinney

999 Ponce De Leon Blvd. - Suite 500
Coral Gables, Florida 33134

Mailing Address - Same

LIMITED PARTNERS:

Business Address:

Peggy Vance

999 Ponce De Leon Blvd. - Suite 500
Coral Gables, Florida 33134

Mailing Address - Same

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TALLAHASSEE, FLORIDA

6. *Term.* The Partnership shall begin on the 15th day of September, 2000 and shall continue for 25 years thereafter unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.

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

8. *Return of Contributions.* No Limited Partner shall be entitled to withdraw or demand the return of any part of such Partner's capital contribution except upon dissolution of the Partnership.

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

10. *Assignments.* A Limited Partner shall have the right to sell such Partner's interest in the Partnership but only after such Limited Partner gives to the Partnership a 120-day opportunity to purchase such interest, as explained in detail by the Partnership Agreement.

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

12. *Priority Among Limited Partners.* There is no priority of one Limited

Partner over another as to the contributions or compensation by way of income.

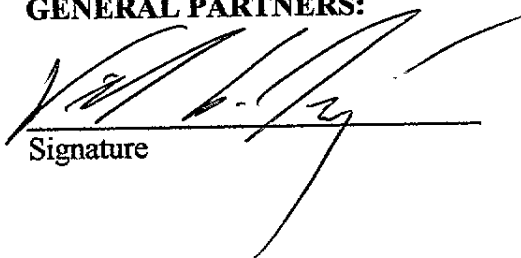
1.3 *Continuance of Business.* Upon the death, retirement, or insanity of the surviving General Partner, the Partnership shall dissolve unless continued by the remaining Partners and selecting when necessary a new General Partner. If the last surviving or serving General Partner has died, retired, and/or becomes insane, then the Limited Partners holding interest in capital in excess of fifty percent (50%) of the capital owned by all Limited Partners may elect to continue the Partnership by selecting a new General Partner.

1.4 *Property Other Than Cash.* A Limited Partner may not demand property other than cash in return for such Partner's contribution.

1.5 *Amounts of Cash and Agreed Value and Description of Other Property Contributed.* The Partners in the Limited Partnership have contributed their interest in the property as set forth in Schedule "A," attached hereto, with an agreed value of \$657,750.

Partners	Percentage Interest	Contribution
William A. Pinney	92.55%	\$608,750
Peggy Vance	7.45%	49,000

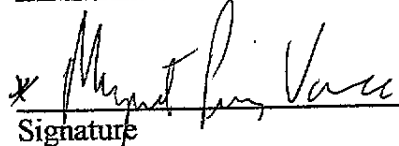
GENERAL PARTNERS:



Signature

Signature

LIMITED PARTNERS:



Signature

Signature

Signature

Signature

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP

The undersigned constituting all of the general partners of The Pinney Family Limited Partnership, a Florida Limited Partnership, certify:

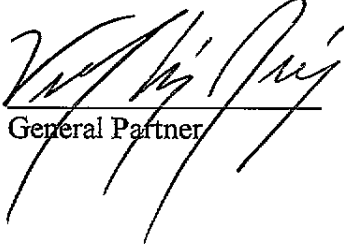
The amount of capital contributions to date of the limited partners is \$49,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 49,000.00.

Signed this 26th day of October , 2000.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.



General Partner

General Partner

General Partner

General Partner

General Partner

General Partner

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