

Division of Corporations

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Florida Department of State  
Division of Corporations  
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## To:

Division of Corporations  
Fax Number : (850) 922-4003

## From:

Account Name : BERMAN WOLFE & RENNERT, P.A.  
Account Number : 076103002011  
Phone : (305) 577-4166  
Fax Number : (305) 373-6036

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## FLORIDA LIMITED PARTNERSHIP

SANTUARY COVE ASSOCIATES, LTD.

|                       |          |
|-----------------------|----------|
| Certificate of Status | 1        |
| Certified Copy        | 0        |
| Page Count            | 04       |
| Estimated Charge      | \$743.75 |

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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OR

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF**

**SANCTUARY COVE ASSOCIATES, LTD.**

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. **NAME.** The name of the Limited Partnership is:

**SANCTUARY COVE ASSOCIATES, LTD.**

2. (a) **PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS.** The address of the office of the Partnership at which place the records shall be maintained is:

**2121 Ponce de Leon Boulevard, PH2  
Coral Gables, Florida 33134**

- (b) **REGISTERED AGENT.** The name and address of the Partnership's agent for service of process is:

**Leon J. Wolfe, Esq.  
c/o Berman Wolfe Rennert Vogel & Mandler, P.A.  
Bank of America Tower At International Place  
100 Southeast Second Street, Suite 3500  
Miami, FL 33131-2130**

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

**SIM SANCTUARY COVE, L.L.C.,  
a Florida limited liability company  
2121 Ponce de Leon Boulevard, PH2  
Coral Gables, Florida 33134**

4. **MAILING ADDRESS.** The mailing address for the Limited Partnership is:

**2121 Ponce de Leon Boulevard, PH2  
Coral Gables, Florida 33134**

5. **DISSOLUTION DATE.** 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 Articles of Limited Partnership Agreement.

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TALLAHASSEE, FLORIDA

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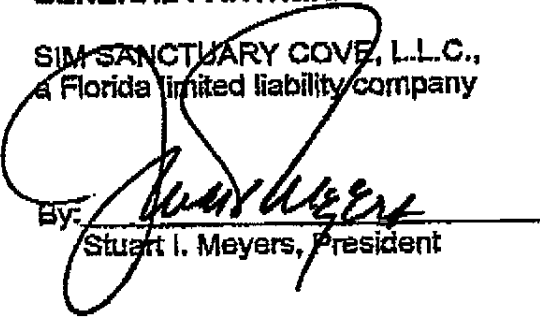
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IN WITNESS WHEREOF, the undersigned General Partner has hereunto executed this Certificate as of the 3rd day of November, 2000.

## GENERAL PARTNER:

[CORPORATE SEAL]

SIM SANCTUARY COVE, L.L.C.,  
a Florida limited liability company

By: 

Stuart I. Meyers, President

STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 3rd day of November, 2000, by Stuart I. Meyers, as President, of SIM SANCTUARY COVE, L.L.C., a Florida limited liability company, on behalf of the Company, and who is personally known to me.

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA  
DIANA CERRA LOPEZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC912688  
MY COMMISSION EXP. MAR. 15, 2004

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 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.

  
LEON J. WOLFE  
Registered Agent

Dated: November \_\_, 2000

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

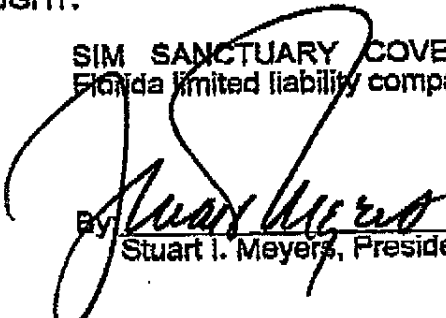
STATE OF FLORIDA        )  
                                   )  
 COUNTY OF MIAMI-DADE    )

BEFORE ME, a Notary Public, personally appeared Stuart I. Meyers, as President of SIM SANCTUARY COVE, L.L.C., a Florida limited liability company (the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:

1. Affiant is the duly appointed authorized member of SIM SANCTUARY COVE, L.L.C., a Florida limited liability company (the "Company").
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 **SANCTUARY COVE ASSOCIATES, LTD.**
3. The amount of capital contributions to date of the limited partners is \$1,000.00.
4. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000.00.
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.

SIM SANCTUARY COVE, L.L.C. a  
 Florida limited liability company

By   
 Stuart I. Meyers, President

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 SECRETARY OF STATE  
 MIAMI-DADE COUNTY

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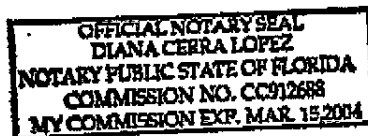
(((H00000059627 0)))

STATE OF FLORIDA )  
 )  
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 3rd day of November, 2000, by Stuart I. Meyers, as President, of SIM SANCTUARY COVE, L.L.C., a Florida limited liability company, on behalf of the Company, and who is personally known to me.

My Commission Expires:

  
NOTARY PUBLIC, STATE OF FLORIDA



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TALLAHASSEE, FLORIDA

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