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Monday, November 13, 2000

Division of Corporations

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

From: Account Name : FILLINGS, INC.  
Account Number : 072720000101  
Phone : (850) 385-6735  
Fax Number : (954) 791-3109

ATTN: Lee Revers

FLORIDA LIMITED PARTNERSHIP

C.B. Holdings, Ltd.

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## **CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**C.B. HOLDINGS, LTD.**

The parties hereto do hereby certify that an Agreement was made effective the 2nd day of November, 2000 at Miami, Florida by the following, herein called "General Partner":

**BRYAN PROPERTY MANAGEMENT, INC., a Florida corporation**

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

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**CHARLES L. BRYAN, JR.**

**WITNESSETH:**

The parties hereto, on the date described above, formed a Limited Partnership pursuant to the provisions of the Florida State Limited Partnership Act.

1. **Name.** The name of this Limited Partnership is:

**C.B. HOLDINGS, LTD.**

2. **Business.** The purpose of the Partnership is to acquire, own, lease, operate, and hold real and personal partnership property. The Partnership may acquire such assets and engage in investments of all types and pursue any and all other lawful purposes which may be conducted by a limited partnership as deemed appropriate by the General Partner. The Partnership may also purchase, mortgage, develop, lease, operate or sell same and engage in any and all activities related or incidental thereto.

3. **Principal Place of Business & Mailing Address.** The location of the principal place of business and the mailing address of the Partnership is: 8400 N.E. 10<sup>th</sup> Avenue, Miami, FL 33138

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4. **Registered Agent.** The registered agent for service for this Limited Partnership is: John M. Thomson, Esq.  
370 Minorca Avenue, Suite One  
Coral Gables, Florida 33134

Acceptance of Registered Agent:

  
John M. Thomson, Esq.

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

**GENERAL PARTNER**  
Bryan Property Management, Inc.

**BUSINESS ADDRESS**  
8400 N.E. 10<sup>th</sup> Avenue  
Miami, FL 33138

**LIMITED PARTNERS**  
Charles L. Bryan, Jr.

**BUSINESS ADDRESS**  
8400 N.E. 10<sup>th</sup> Avenue  
Miami, FL 33138

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6. **Term.** The Partnership shall begin on the 16<sup>th</sup> day of November, 2000 and shall continue until December 31, 2050 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 his 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 his interest in the Partnership, but only after such Limited Partner gives to the Partnership a 90 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.

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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.

13. **Property Other Than Cash.** A Limited Partner may not demand property other than cash in return for his contributions.

14. **Amount 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 \$1,000.00.

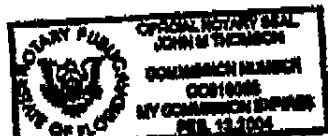
IN WITNESS WHEREOF, the undersigned has set his hand and seal this 2 day of ~~October~~  
*November*, 2000.

GENERAL PARTNER:  
BRYAN PROPERTY MANAGEMENT, INC.  
a Florida Corporation

By: Charles L. Bryan, Jr.  
CHARLES L. BRYAN, JR., President

STATE OF FLORIDA       )  
                                  :SS  
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 2 day of ~~October~~  
*November* 2000 by CHARLES L. BRYAN, JR., President of Bryan Property Management, Inc., General Partner of C.B. HOLDINGS, LTD., on behalf of the corporation. He is personally known to me or has produced driver license as identification.



My Commission Expires:

John M. Thomson  
Notary Public, State of Florida at Large  
John M. Thomson

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**SCHEDULE A**

	<u>Percentage</u>	<u>Contribution</u>
<b>GENERAL PARTNER:</b> BRYAN PROPERTY MANAGEMENT, INC.	1%	\$10.00
<b>LIMITED PARTNERS:</b> CHARLES L. BRYAN, JR.	99%	\$990.00

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

**BEFORE ME**, the undersigned constituting all of the general partners of C.B. HOLDINGS, LTD., a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$990.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$3,000,000.00 in cash or property.

This 2 day of November, 2000.

**FURTHER AFFIANT SAYETH NOT.**

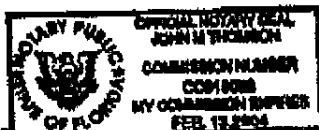
Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

**GENERAL PARTNER:**  
**BRYAN PROPERTY MANAGEMENT, INC.**  
a Florida Corporation

By Charles L. Bryan, Jr.  
CHARLES L. BRYAN, JR., President

STATE OF FLORIDA     )  
                                  :SS  
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 2 day of November, 2000 by CHARLES L. BRYAN, JR., President of Bryan Property Management, Inc., General Partner of C.B. HOLDINGS, LTD., on behalf of the corporation. He is personally known to me or has produced diverse license as identification.



My Commission Expires

John M. Thomson  
Notary Public, State of Florida at Large  
John M. Thomson

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MIAMI, FLORIDA

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