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CAPITAL CONNECTION INC.

415 E. Virginia Street, Suite 200 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-442-8062 Fax (850) 222-1222

D. Toledo Limited
Partnership

600003511836-7
-12/22/00-01071-024
***1837.50 ***1837.50

- ___ Art of Inc. File
- ☒ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ☒ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

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Signature _____

Requested by: LS 12/22/00 11:39
Name Date Time

Walk-In _____ Will Pick Up _____

CERTIFICATE OF LIMITED PARTNERSHIP
OF
D. TOLEDO LIMITED PARTNERSHIP
A Florida Limited Partnership

The undersigned makes the following declaration of information for the purpose of forming D. TOLEDO LIMITED PARTNERSHIP under the Florida Revised Uniform Partnership Act:

1. Name. The name of this Limited Partnership is D. TOLEDO LIMITED PARTNERSHIP.

2. Business. The purpose of the Partnership's business is to own, acquire, sell, manage and lease investment property of any type, kind or description, including marketable securities and real estate, and to consolidate management of such assets, and to do all other things necessary, proper, convenient or advisable in connection therewith.

3. Principal Place of Business and Location of Records. The location of the principal place of business of the Partnership is c/o Dunwody White & Landon, P.A., 550 Biltmore Way, Suite 810, Coral Gables, FL 33134, at which place the records shall be maintained.

4. Registered Agent. The name and address of the registered agent for service for this Limited Partnership is NEIL R. CHRYSTAL, c/o Dunwody White & Landon, P.A., 550 Biltmore Way, Suite 810, Coral Gables, FL 33134 (which shall be the "Registered Office"), and who acknowledges by his signature hereunder that he accepts such designation.

5. The General Partner. The name and business address of the General Partner is D. TOLEDO CORPORATION, c/o Dunwody White & Landon, P.A., 550 Biltmore Way, Suite 810, Coral Gables, FL 33134.

6. Mailing Address. The mailing address of the Limited Partnership is c/o Dunwody White & Landon, P.A., 550 Biltmore Way, Suite 810, Coral Gables, FL 33134.

7. Term. The Partnership shall begin at the time of the filing of the certificate of Limited Partnership with the Department of State and shall liquidate and dissolve on the 35th

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anniversary of the date of the D. TOLEDO LIMITED PARTNERSHIP AGREEMENT, unless terminated or dissolved earlier or extended by written agreement of all of the Partners.

8. Affidavit of the Amount of Capital Contributions. The amount of capital contributions of each limited partner and the amount of capital contributions anticipated by the limited partners is described in the Affidavit attached as Schedule A.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 20th day of October, 2000.

Witnesses

H.V. Albert
John C. Bermudez

GENERAL PARTNER:

D. TOLEDO CORPORATION

By: [Signature]

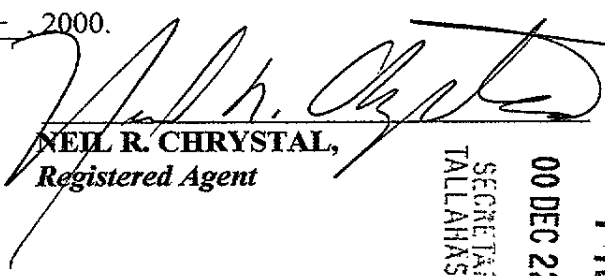
DAVID TOLEDO, President

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**ACCEPTANCE BY REGISTERED AGENT
OF
D. TOLEDO LIMITED PARTNERSHIP
A Florida Limited Partnership**

Having been named Registered Agent for D. TOLEDO LIMITED PARTNERSHIP, a Florida Limited Partnership, at the Registered Office of c/o Dunwody White & Landon, P.A., 550 Biltmore Way, Suite 810, Coral Gables, FL 33134, the undersigned hereby accepts the appointment, and agrees to comply with the provisions of Chapter 620 et seq., Florida Statutes, as amended from time to time, concerning the obligations of registered agents.

Executed this 20th day of October, 2000.


NEIL R. CHRYSTAL,
Registered Agent

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SCHEDULE A

D. TOLEDO LIMITED PARTNERSHIP

**AFFIDAVIT OF THE AMOUNT OF THE CAPITAL CONTRIBUTIONS OF THE
LIMITED PARTNERSHIP, AND ANY AMOUNT ANTICIPATED TO BE
CONTRIBUTED BY THE LIMITED PARTNERS**

The undersigned presents this Affidavit, given under oath, to affirm the following:

1. The amount of the capital contributions to date by the Limited Partners is \$0.00.
2. The amount anticipated to be contributed by the Limited Partners at this time totals

\$ 2,000,000

D. TOLEDO CORPORATION

By: _____

DAVID TOLEDO, President

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)

) SS:

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me on this 20th day of October, 2000, by DAVID TOLEDO, the President of **D. TOLEDO CORPORATION**, on behalf of said corporation, and said individual is personally known to me (yes) (no) or has produced _____ as identification to me, and who acknowledged execution of the foregoing instrument.

Notary Public, State of Florida

Name: _____

(Print Name)

My Commission Expires: _____

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