



AP/000000620

FILING & SEARCH SERVICES, INC.
 26 East Palmetto Ave
 Tallahassee, Florida 32301
 850-850-1111

845776/183750C

May 4, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Laramie River Bay Limited Partnership

FILED
 MAY - 4 2001
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

FILE SECOND

Retrieval Request

- Photocopy
- Certified Copy

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input checked="" type="checkbox"/>	Other - LP

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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CERTIFICATE OF LIMITED PARTNERSHIP

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TALLAHASSEE, FLORIDA

1. LARAMIE RIVER BAY LIMITED PARTNERSHIP

(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

2. 500 North Broadway, Jericho, NY 11753

(Business address of Limited Partnership)

3. National Corporate Research, Ltd., Inc.

(Name of Registered Agent for Service of Process)

4. 1406 Hays Street, Suite #2, Tallahassee, Florida 32301

(Florida street address for Registered Agent)

5. Theresa M. Kennel, Assistant Secretary
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. 500 North Broadway, Jericho, NY 11753

(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2054

8. Name(s) of general partner(s):

Street address:

LARAMIE RIVER BAY, INC.

500 North Broadway
Jericho, NY 11753

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Under 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.

Signed this 19 day of April, 2001.

Signature of all general partners:
Laramie River Bay, Inc.

by: [Signature]
General Partner
Aristedis Sidens,
Wife President
General Partner

General Partner

General Partner

General Partner

General Partner

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of LARAMIE RIVER BAY
LIMITED PARTNERSHIP
a Florida Limited Partnership, certify:

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The amount of capital contributions to date of the limited partners is \$ -0-

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 1,038,000.00

Signed this 19 day of April, 2001

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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.

LARAMIE RIVER BAY, INC.

by: 

General Partner
ARISTEDIS SIDENS,
Vice President

General Partner

General Partner

General Partner

General Partner

General Partner

STATE OF FLORIDA
SECRETARY OF STATE

ADDENDUM TO
CERTIFICATE OF LIMITED PARTNERSHIP

1. **Purpose.** The Partnership's business and purpose shall consist solely of the acquisition, ownership, operation and management of the real estate project known as River Bay Plaza located in Hillsborough County, Florida (the "Property") and such activities as are necessary, incidental or appropriate in connection therewith.
2. **Powers and Duties.** Notwithstanding any other provision of this Agreement and so long as any obligation secured by the Mortgage (as defined below) remains outstanding and not discharged in full, without the consent of all Partners, the General Partner shall have no authority to:
- (i) borrow money or incur indebtedness on behalf of the Partnership other than normal trade accounts payable and lease obligations in the normal course of business or grant consensual liens on the Partnership's property; except, however, that the General Partner is hereby authorized to secure financing for the partnership pursuant to the terms of a Mortgage with Legg Mason Real Estate Services, Inc. (the "mortgage") and other indebtedness expressly permitted therein or in the documents related to the Mortgage, and to grant a mortgage, lien or liens on the Partnership's Property to secure such Mortgage;
 - (ii) dissolve or liquidate the Partnership;
 - (iii) sell or lease, or otherwise dispose of all or substantially all of the assets of the Partnership;
 - (iv) file a voluntary petition or otherwise initiate proceedings to have the Partnership adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Partnership or file a petition seeking or consenting to reorganization or relief of the Partnership as debtor under any applicable federal or state law relating to bankruptcy, insolvency, or other relief for debtors with respect to the Partnership; or seek of consent to the appointment of any trustee receiver, conservator, assignee, sequestrator, custodian, liquidator (or any similar official) of the Partnership or of all or any substantial part of the properties and assets of the Partnership, or make any general assignment for the benefit of creditors of the Partnership, or admit in writing the inability of the Partnership to pay its debts

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- generally as they become due or declare or effect a moratorium on the Partnership debt or take any action in furtherance of any action;
- (v) amend, modify or alter Sections 1, 2, 3 or 4 of this Agreement;
 - (vi) Merge or consolidate with any other entity.

So long as any obligations secured by the Mortgage remain outstanding and not discharged in full, the General Partner shall have no authority (1) to take any action in items (i) through (vi) above unless such action has been approved by a unanimous vote of the General Partner's Board of Directors, or (2) to take any action in items (i) through (iii) and (v) and (vi) without the written consent of the holder of the mortgage.

So long as any obligation secured by the Mortgage remains outstanding and not discharged in full, the Partnership shall have a corporate general partner, and the Partnership shall have not other general partners.

3. **Title to Partnership Property.** All property owned by the Partnership shall be owned by the Partnership as an entity and insofar as permitted by applicable law, not Partner shall have any ownership interest in any Partnership property in its individual name or right, and each Partner's Partnerships Interest shall be personal property for all purposes.
4. **Separateness/Operations Matters.** The partnership shall:
 - (i) maintain books and records and bank accounts separate from those of any other person;
 - (ii) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets; hold regular Partnership meetings, as appropriate, to conduct the business of the Partnership, and observe all other Partnership formalities;
 - (iii) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
 - (iv) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
 - (v) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
 - (vi) transact all business with affiliates on an arms-length basis and pursuant to enforceable agreements;
 - (vii) conduct business in its own name, and use separate stationery, invoices and checks;
 - (viii) not commingle its assets or funds with those of any other person; and
 - (ix) not assume, guarantee or pay the debts or obligations of any other person.

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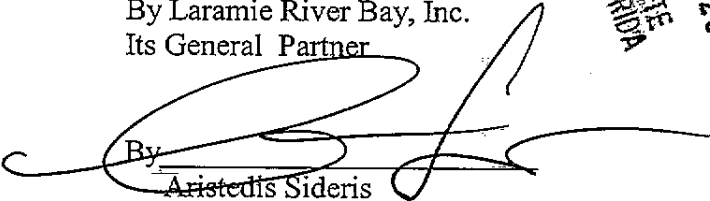
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5. **Effect of Bankruptcy, Death or Incompetency of a Limited Partner.**

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a Limited Partner shall not cause the termination or dissolution of the Partnership and the business of the Partnership shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such Limited Partner shall have all the rights of such Limited Partner for the purpose of settling or managing its estate or property subject to satisfying conditions precedent to the admission of such assignee as a substitute Limited Partner. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Partnership Interest shall be subject to all of the restrictions hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Limited Partner.

Dated: April 19, 2001

Laramie River Bay Limited Partnership
By Laramie River Bay, Inc.
Its General Partner

By 
Aristedis Sideris
Vice President

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