

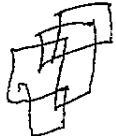
CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 110 • Tallahassee, Florida 32301
 (850) 224-8877 • (800) 447-8066 • Fax (850) 224-1277

A01000000831

*The Metcalfe Family Limited
 Partnership, L.P.*

400004435274--4
 -06/21/01--01057--011
 ***1793.75 ***1793.75



FILING - 140.00
 RA 35.00
 CVs 8.75

183.75

RECEIVED

01 JUN 21 AM 11:25

DEPT. OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

FILED
 01 JUN 21 PM 5:02
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- ___ 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

1,610.00 OVER PAYMENT

BK

Signature _____

Requested by: *CD*

Name _____

Date *6-21-01*

Time *11:00*

Walk-In _____

Will Pick Up _____

CERTIFICATE AND AFFIDAVIT
OF
FLORIDA LIMITED PARTNERSHIP
OF
THE METCALFE FAMILY LIMITED PARTNERSHIP, L.P.

FILED
01 JUN 21 PM 5:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIRGINIA L. METCALFE (the "General Partner") hereby makes, acknowledges, and files this Certificate of Limited Partnership (the "Certificate") for THE METCALFE FAMILY LIMITED PARTNERSHIP, L.P., hereinafter referred to as the "Partnership".

1. Name of Partnership: The name of the Partnership is THE METCALFE FAMILY LIMITED PARTNERSHIP, L.P.

2. Mailing Address and Principal Place of Business of the Limited Partnership: The mailing address of the Limited Partnership is 5820 S.W. 53rd Terrace, Miami, Florida 33155, and the principal place of business of the Limited Partnership is 5820 S.W. 53rd Terrace, Miami, Florida 33155.

3. Name and Business Address of General Partner: The name and business address of the General Partner in the Limited Partnership is as follows:

VIRGINIA L. METCALFE
5820 S.W. 53rd Terrace
Miami, Florida 33155

This instrument prepared by:
JAMES R. SLOTO, ESQUIRE
Florida Bar No: 223687
MISHAN, SLOTO, GREENBERG, & HELLINGER, P.A.
200 S. Biscayne Blvd., Suite 2350
Miami, FL 33134
(305) 379-1792

4. Effective Date: The Partnership will become effective upon the filing of this Certificate by the Secretary of State and shall terminate and dissolve no later than December 31, 2045.

5. Agent and Address for Service of Process: The Agent for service of process on the Partnership shall be James R. Sloto, Esq., Mishan, Sloto, Greenberg & Hellinger, P.A., 200 S. Biscayne Blvd., Suite 2350, Miami, Florida 33131.

6. Capital Contributions: The undersigned herewith affirms that the total amount of Capital Contributions which the Limited Partners have contributed to date or shall contribute is \$19,944.46.

7. Anticipated Additional Contributions: No additional contributions are anticipated, other than as set forth in paragraph 6.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature and seal and swears to the foregoing as of the 15th day of June, 2001, in accordance with Florida Statutes Section 620.108.

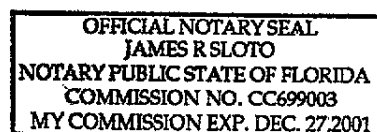
GENERAL PARTNER:

Virginia L. Metcalfe
VIRGINIA L. METCALFE

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

The foregoing instrument was executed in my presence by VIRGINIA L. METCALFE, who is personally known to me or who produced _____ as identification, this 15 day of June, 2001.

James R. Sloto
Print Name: _____
Notary Public, _____ State of Florida



ACCEPTANCE BY REGISTERED AGENT

I hereby accept the appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed limited partnership named in the Certificate and Affidavit of Limited Partnership hereinabove set forth and do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in paragraph 5 of this Certificate.

Dated this 15 day of June, 2001.

Registered Agent

By: James R. Soto
JAMES R. SOTO

FILED
JUN 21 2001
SECRETARY OF STATE
TALLAHASSEE, FLORIDA