

AUG. -08' 01 (WED) 10:17
Division of Corporations

BILZIN, SUMBERG, ET. AL

TEL: 305-374-7593

P. 001

https://ccf.e.state.fl.us/scripts/cfilcovr.exe

A0100001068

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000088405 5)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : BILZIN, SUMBERG DUNN BAENA PRICE & AXELROD LLP.
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 350-2446

FLORIDA LIMITED PARTNERSHIP

Kendall Sterling Associates, Ltd.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$148.75

Electronic Filing Menu

Corporate Filing

Public Access Help

H01-88405

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
KENDALL STERLING ASSOCIATES, LTD.**

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is Kendall Sterling Associates, Ltd., a Florida limited partnership (the "Limited Partnership").

2. The address of the principal office and registered office of the Limited Partnership is:

2665 South Bayshore Drive
Suite 1200
Coconut Grove, Florida 33133.

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

Kendall Sterling, Inc., *PO1-77446*
a Florida corporation
2665 South Bayshore Drive
Suite 1200
Coconut Grove, Florida 33133.

4. The name and business address of the sole general partner of the Limited Partnership are:

Kendall Sterling, Inc.,
a Florida corporation
2665 South Bayshore Drive
Suite 1200
Coconut Grove, Florida 33133.

5. The mailing address for the Limited Partnership is:

2665 South Bayshore Drive
Suite 1200
Coconut Grove, Florida 33133.

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2051.

01 AUG -8 PM 1:32
FILED
TALLAHASSEE FLORIDA

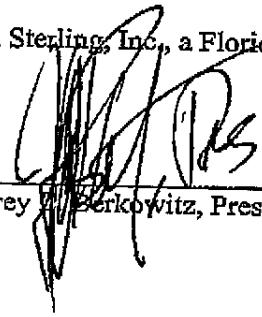
H01-88405

H01-88405

The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the sole general partner of the Limited Partnership as of the 8th day of August, 2001.

Kendall Sterling, Inc., a Florida corporation

By: 
Jeffrey L. Berkowitz, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, as President and on behalf of Kendall Sterling, Inc., a Florida corporation (the "Corporation"), which has been designated as registered agent for Kendall Sterling Associates, Ltd., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that the Corporation will accept service of process for and on behalf of the Limited Partnership and that the Corporation will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: August 8, 2001.

Kendall Sterling, Inc., a Florida corporation

By: 
Jeffrey L. Berkowitz, President

H01-88405

H01-88405

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF MIAMI- DADE

)
) SS:
)

BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Jeffrey L. Berkowitz, as President of Kendall Sterling, Inc., a Florida corporation (the "Corporation"), which corporation is the sole general partner of Kendall Sterling Associates, Ltd., a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows on behalf of the Corporation:

1. Affiant is the President and duly authorized to act on behalf of the Corporation, which is the sole general partner of the Limited Partnership.

2. As of the date hereof, the limited partners of the Limited Partnership have actually contributed to the Limited Partnership an aggregate of \$ 1,000.00 of the total amount of \$ 1,000.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.

3. 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 has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

FURTHER AFFIANT SAYS NAUGHT.

[Signature]
Jeffrey L. Berkowitz, as President and on
behalf of Kendall Sterling, Inc., a Florida
corporation

THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this 8th day of August, 2001, by Jeffrey L. Berkowitz, as President of Kendall Sterling, Inc., a Florida corporation, on behalf of such corporation; said individual is personally known to me.

My Commission Expires:

[NOTARIAL SEAL]

[Signature]
Print Name: Arnold A. Brown
NOTARY PUBLIC, State of Florida
Serial No., if any: _____



\71982\5517\ # S21827 v 1

H01-88405