

A02000000501

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.

(((H02000072637 0)))

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

*GP not filed - it was rejected
Swire Sade
General LLC*

00500-00717-0067

FLORIDA LIMITED PARTNERSHIP

Jade at Brickell Bay Associates, Ltd.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$148.75

RECEIVED

02 APR -3 PM 3:50

DIVISION OF CORPORATION

02 APR -3 PM 4:31
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

H02-72637

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
JADE AT BRICKELL BAY 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 state as follows:

1. The name of the limited partnership is Jade at Brickell Bay Associates, Ltd., a Florida limited partnership (the "Limited Partnership").

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

501 Brickell Drive
Suite 600
Miami, Florida 33131.

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:

Stephen L. Owens
501 Brickell Drive
Suite 600
Miami, Florida 33131.

4. The names and business addresses of the general partners of the Limited Partnership are:

U02-7473
Jade GP, LLC
1300 Brickell Avenue
Miami, Florida 33131

M020000000859
Swire Jade General LLC
501 Brickell Drive
Suite 600
Miami, Florida 33131

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 APR -3 PM 4:31

FILED

5. The mailing address for the Limited Partnership is:

501 Brickell Drive
Suite 600
Miami, Florida 33131.

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2009.

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

H02-72637

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the general partners of the Limited Partnership as of the 2 day of April, 2002.

Swire Jade General LLC

By: Swire Jadedel Inc, Managing
Member

By:
Name: Stephen L. Owens
Title:

Jade GP, LLC

By:
Edgardo Defortuna, Member

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned acknowledges and accepts his appointment as registered agent of Jade at Brickell Bay Associates, Ltd., and agrees to act in that capacity and to comply with the provisions of the Florida Limited Partnership Act relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of Section 620, Florida Statutes.

Dated: April 2, 2002.

Stephen L. Owens

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

)

) SS:

COUNTY OF MIAMI- DADE

)

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 Stephen L. Owens, as authorized representative of Swire Jade General LLC, a Delaware limited liability company, and Edgardo Defortuna, as Member of Jade GP, LLC, a Florida limited liability company, which companies are the general partners of Jade at Brickell Bay Associates, Ltd., a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, depose and say as follows on behalf of the companies:

1. Affiants are duly authorized to act on behalf of the companies, which are all of the general partners of the Limited Partnership.

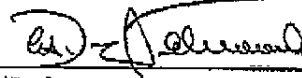
2. As of the date hereof, the limited partners of the Limited Partnership have actually contributed to the Limited Partnership an aggregate of \$20.00 of the total amount of \$20.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.

3. Affiants are 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. Affiants have read and understand the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiants' knowledge and belief.

FURTHER AFFIANT SAYS NAUGHT.



Stephen L. Owens, Authorized
Representative of Swire Jade General LLC



Edgardo Defortuna, as Member and on
behalf of Jade GP, LLC, a Florida limited
liability company

H02-72637

THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this 2 day of April, 2002, Stephen L. Owens, as Authorized Representative of Swire Jade General LLC, a Delaware limited liability company, on behalf of such limited liability company; said individual is personally known to me.

My Commission Expires:

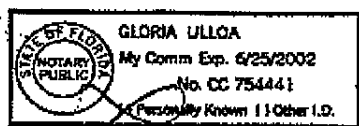


Erika Tejeda
Print Name: Erika D Tejeda
NOTARY PUBLIC, State of Florida
Serial No., if any: _____

THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this 1 day of April, 2002, Edgardo Defortuna, as Member of Jade GP, LLC, a Florida limited liability company, on behalf of such limited liability company; said individual is personally known to me.

My Commission Expires:

[NOTARIAL SEAL]



Gloria Ulloa
Print Name: Gloria Ulloa
NOTARY PUBLIC, State of Florida
Serial No., if any: _____