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P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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FILED 02 APR 19 AM 11:27 SECRETARY OF STATE TALLAHASSEE, FLORIDA

CERTIFIED COPY

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FILING Ltd Partnership

1.) Kimmel Limited Partnership (CORPORATE NAME & DOCUMENT #)

2.) (CORPORATE NAME & DOCUMENT #)

600005253716-8 -04/11/02-01025-008 ***1837.50 ***1837.50

3.) (CORPORATE NAME & DOCUMENT #)

4.) (CORPORATE NAME & DOCUMENT #)

6

REC'D 02 APR 11 AM 10:10 DIVISION OF CORPORATION 2002-10241

5.) (CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

BK



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 11, 2002

CORPORATE ACCESS, INC.

SUBJECT: KIMMEL LIMITED PARTNERSHIP
Ref. Number: W02000010241

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02 APR 16 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Worce
4/11/02
(Signature)

We have received your document for KIMMEL LIMITED PARTNERSHIP and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Filed with
4/18/02

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 602A00021475

RECEIVED
APR 19 AM 9:43
DEPARTMENT OF STATE
OFFICE OF REGISTRATIONS
AND CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF
KIMMEL LIMITED PARTNERSHIP
A Florida Limited Partnership

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02 APR 19 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned makes the following declaration of information for the purpose of forming Kimmel Limited Partnership under the Florida Revised Uniform Partnership Act:

1. Name. The name of this Limited Partnership is Kimmel 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 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 Kaufman Rossin & Company, attn: Gerald Michelson, 2699 South Bayshore Drive, Suite 500, Coconut Grove, Florida 33133, 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 Gerald Michelson, Kaufman Rossin & Company, 2699 South Bayshore Drive, Suite 500, Coconut Grove, Florida 33133, and who acknowledges by his signature hereunder that he accepts such designation.
- 602108900174
5. The General Partner. The name and business address of the General Partner is the Kimmel General Partner Trust dated March 21, 2002, c/o Kaufman Rossin & Company, attn: Gerald Michelson, 2699 South Bayshore Drive, Suite 500, Coconut Grove, Florida 33133.
6. Mailing Address. The mailing address of the Limited Partnership is c/o Kaufman Rossin & Company, attn: Gerald Michelson, 2699 South Bayshore Drive, Suite 500, Coconut Grove, Florida 33133.
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 50th anniversary of the date of the Agreement of Kimmel Limited Partnership, 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.

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MAY 19 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 9th day of April, 2002.

Witnesses

GENERAL PARTNER:

KIMMEL GENERAL PARTNER TRUST

Muriel Guzman.

Leticia A Payer

Mary W. Schulz

Caterina Carranza

By: [Signature]
Robert A. Kimmel, Trustee

By: [Signature]
Nancy S. King, Trustee

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent for the above-referenced Florida Limited Partnership at the above-designated Registered Office, 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 9th day of April, 2002.

[Signature]
Gerald Michelson, Registered Agent

SCHEDULE A

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TALLAHASSEE, FLORIDA

KIMMEL 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-.
2. The amount anticipated to be contributed by the Limited Partners at this time totals

\$30,000,000.

**KIMMEL GENERAL PARTNER TRUST,
General Partner**

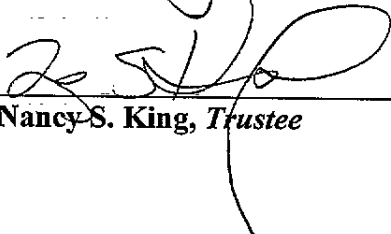
Myriel Guzman.

Leticia A Reyes

Nancy S. King

Isidora Carranza

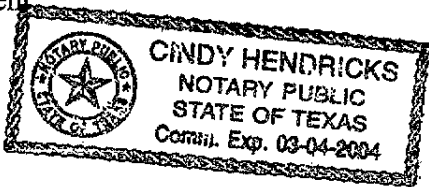
By: 
Robert A. Kimmel, Trustee

By: 
Nancy S. King, Trustee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF TEXAS)
) SS:
COUNTY OF HARRIS)

The foregoing instrument was acknowledged before me on this 22nd day of MARCH, 2002, by **ROBERT A. KIMMEL**, as a Trustee of the Kimmel General Partner Trust, and said individual is personally known to me (yes) (no) or has produced FL drivers license as identification to me, and who acknowledged execution of the foregoing instrument



Cindy Hendricks
Notary Public, State of Texas
Name: CINDY HENDRICKS
(Print Name)

My Commission Expires:
3-4-04

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this 4 day of April, 2002, by **NANCY S. KING**, as a Trustee of the Kimmel General Partner Trust, and said individual is personally known to me (yes) (no) or has produced Personally known as identification to me, and who acknowledged execution of the foregoing instrument.

January R Martin
Notary Public, State of Florida
Name: JANUARY R MARTIN
(Print Name)

My Commission Expires: 3/14/03

