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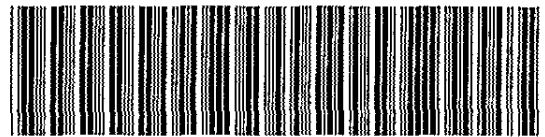
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FILED  
03 AUG 15 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Tc  
\$3,500,000.00

LAW OFFICES  
**THOMSON & ASSOCIATES**  
THE LAW CENTER, SUITE ONE  
370 MINORCA AVENUE  
CORAL GABLES (MIAMI), FLORIDA 33134-4311

Robert M. Thomson (1898-1976)  
John M. (JACK) Thomson (Florida Bar 1959)  
Joe A. Catarineau (Florida Bar 2001)

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E-Mail: [joecatarineau@aol.com](mailto:joecatarineau@aol.com)

August 12, 2003

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: **Formation of Otis Investments, Ltd.**

To Whom It May Concern:

Enclosed please find the Certificate of Limited Partnership for Otis Investments Ltd., along with a check for \$1,837.50 (filing fee and one certified copy).

If you should have any questions or require any additional information, please contact the undersigned at the above telephone number.

Sincerely,



JOE A. CATARINEAU

Enclosures

FILED  
03 AUG 15 AM 3:00  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**OTIS INVESTMENTS, LTD.**

The parties hereto do hereby certify that an Agreement was made effective the 24 day of August, 2003 at Miami, Florida by the following, herein called "General Partner":

**ABM MANAGEMENT, INC., a Florida corporation**

and by the following, hereinafter referred to as "Limited Partners":

**ARTHUR M. ARMSTRONG, Trustee of the ARTHUR M. ARMSTRONG Revocable Trust**

**BERYL D. ARMSTRONG, Trustee of the BERYL D. ARMSTRONG Revocable Trust**

**WITNESSETH:**

The parties hereto, on the date described above, formed a Limited Partnership pursuant to the provisions of the Florida State Limited Partnership Act.

1. **Name.** The name of this Limited Partnership is:

**OTIS INVESTMENTS, LTD.**

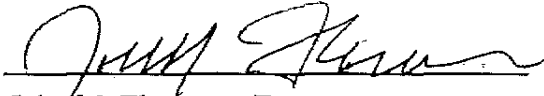
2. **Business.** The Partnership engage in any and all business permitted under the laws of the State of Florida.

3. **Principal Place of Business & Mailing Address.** The location of the principal place of business and the mailing address of the Partnership is:

1869 SW 12<sup>th</sup> Street  
Miami, FL 33135

4. **Registered Agent.** The registered agent for service for this Limited Partnership is:  
John M. Thomson, Esq.  
370 Minorca Avenue, Suite One  
Coral Gables, Florida 33134

5. **Acceptance of Registered Agent.** The undersigned accept the appointment as Registered Agent.

  
John M. Thomson, Esq.

6. **The Partners.** The General Partner and Limited Partners of this Limited Partnership are as follows:

**GENERAL PARTNER**

ABM Management, Inc.

PO30000 87445

**BUSINESS ADDRESS**

1869 SW 12<sup>th</sup> Street  
Miami, FL 33135

**LIMITED PARTNERS**

Arthur M. Armstrong, Trustee of the  
Arthur M. Armstrong Revocable Trust

**BUSINESS ADDRESS**

1869 SW 12<sup>th</sup> Street  
Miami, FL 33135

Beryl D. Armstrong, Trustee of the  
Beryl D. Armstrong Revocable Trust

1869 SW 12<sup>th</sup> Street  
Miami, FL 33135

7. **Term.** The Partnership shall end on December 31, 2052 unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.

8. **Additional Contributions.** No additional contributions of the Limited Partners have been agreed upon.

9. **Return of Contributions.** No Limited Partner shall be entitled to withdraw or demand the return of any part of his capital contribution except upon dissolution of the Partnership.

10. **Profits.** All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportions as the Partners' then capital interest accounts, unless retained for the Partnership investment and business activities.

11. **Assignments.** A Limited Partner shall have the right to sell his interest in the

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Partnership, but only after such Limited Partner gives to the Partnership a 90 day opportunity to purchase such interest, as explained in detail by the Partnership Agreement.

12. **Additional Limited Partners.** The General Partner may admit additional limited partners.

13. **Priority Among Limited Partners.** There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

14. **Property Other Than Cash.** A Limited Partner may not demand property other than cash in return for his contributions.

15. **Amount of Cash and Agreed Value and Description of Other Property Contributed.** The Partners in the Limited Partnership have contributed their interest in the property as set forth in Schedule "A" attached hereto, with an agreed value of \$1,000.00.

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TALLAHASSEE, FLORIDA

# SCHEDULE A

	<u>Percentage</u>	<u>Contribution</u>
<b>GENERAL PARTNER:</b>		
ABM MANAGEMENT, INC.	1%	\$10.00
<b>LIMITED PARTNERS:</b>		
ARTHUR M. ARMSTRONG, Trustee of the ARTHUR M. ARMSTRONG Revocable Trust	49.5%	\$495.00
BERYL D. ARMSTRONG, Trustee of the BERYL D. ARMSTRONG Revocable Trust	49.5%	\$495.00

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

**BEFORE ME**, the undersigned constituting all of the general partners of OTIS INVESTMENTS, LTD., a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$990.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$3,500,000.00 in cash or property.

Signed this 5th day of August, 2003.

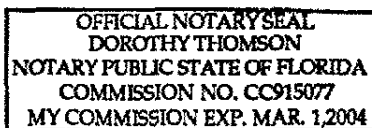
FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

**GENERAL PARTNER:**  
**ABM MANAGEMENT, INC.**  
a Florida Corporation

By:   
ARTHUR M. ARMSTRONG, President

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



The foregoing instrument was acknowledged before me this 5th day of August, 2003 by **ARTHUR M. ARMSTRONG**, President of **ABM Management, Inc.**, General Partner of **OTIS**

INVESTMENTS, LTD., on behalf of the corporation. He is personally known to me or has produced a copy of his driver's license as identification.

Dorothy Thomson

Notary Public, State of Florida at Large

My Commission Expires:

