

A040000000362

Florida Department of State
Division of Corporations
Public Access System

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.

((H04000047115 3)))

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 : WHITE & CASE
Account Number : 075410002143
Phone : (305)371-2700
Fax Number : (305)358-5744

FLORIDA LIMITED PARTNERSHIP

CSMB ASSOCIATES, LTD.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$1,846.25

Electronic Filing Menu

Corporate Filing

Public Access Help

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 MAR -5 AM 8:32 04 MAR
PH 4:26
RECEIVED
DIVISION OF CORPORATION

1509040-0018
ATTN: MWAGOR



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 3, 2004

WHITE & CASE

SUBJECT: CSMB ASSOCIATES, LTD
REF: W04000008767

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

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) 245-6890.

Jason Merrick
Document Specialist

FAX Aud. #: H04000046024
Letter Number: 804A00014368

04 MAR -5 AM 8:32

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP

OF

CSMB ASSOCIATES, LTD.

The undersigned General Partner hereby forms a limited partnership pursuant to and in accordance with the Florida Revised Uniform Limited Partnership Act (Florida Statutes Section 620.101, et. seq.) as follows:

1. Name.

The name of the limited partnership (the "Partnership") is CSMB Associates, Ltd.

2. Registered Office.

The registered office of the Partnership in the State of Florida is 355 Alhambra Circle, Suite 900, Coral Gables, Florida 33134.

3. Registered Agent.

The name and address of the registered agent of the Partnership for service of process on the Partnership in the State of Florida is Kolleen O.P. Cobb, 355 Alhambra Circle, Suite 900, Coral Gables, Florida 33134.

4. General Partner.

The name and business address of the General Partner is as follows:

CSMB GP, Inc. 904-40527
355 Alhambra Circle
Suite 900
Coral Gables, Florida 33134

5. Mailing Address.

The mailing address of the Partnership is 355 Alhambra Circle, Suite 900, Coral Gables, Florida 33134.

04 MAR -5 AM 8:30
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Fax Audit No. H04000046024

6. Dissolution.

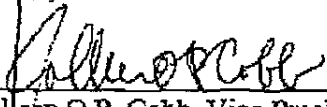
The latest date upon which the Partnership will dissolve is December 31, 2034.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership as of the 7 day of March, 2004.

GENERAL PARTNER:

CSMB GP, INC.

By:


Kelleen O.P. Cobb, Vice President

04 MAR -5 AM 8:32
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Fax Audit No. H04000046024

CERTIFICATE DESIGNATING REGISTERED AGENT

AND REGISTERED OFFICE

In compliance with Florida Statutes Section 620.192, the following is submitted:

CSMB ASSOCIATES, LTD., desiring to organize as a limited partnership under the laws of the State of Florida, has designated 355 Alhambra Circle, Suite 900, Coral Gables, Florida 33134, as its initial Registered Office and has named Kolleen Cobb, located at said address as its initial Registered Agent.

CSMB GP, INC.

General Partner

By: Kolleen O.P. Cobb
Kolleen O.P. Cobb, Vice President

Having been named Registered Agent for the above stated limited partnership, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 620.192 relative to keeping open said office.

By: Kolleen Cobb
Kolleen Cobb
Registered Agent

Fax Audit No. H04000046024

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Kolleen O.P. Cobb, Vice President of CSMB GP, Inc., a Florida corporation, constituting the sole general partner of CSMB Associates, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being sworn, certified as follows:

1. The actual amount of capital contributions of the limited partners is \$-0-.
2. The total anticipated amount of the capital contributions of the limited partners is \$7,520,000.00.

This 2 day of March, 2004.

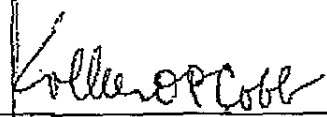
FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

General Partner:

CSMB GP, INC.

By:


Kolleen O.P. Cobb, Vice President