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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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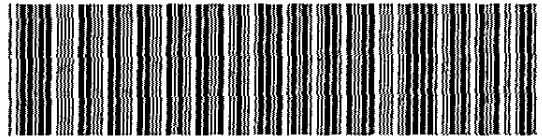
(Business Entity Name)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN AUG 24 2004

MURAI WALD BIONDO MORENO & BROCHIN

PROFESSIONAL ASSOCIATION
ATTORNEYS

900 INGRAHAM BUILDING
25 SOUTHEAST 2ND AVENUE
MIAMI, FLORIDA 33131

TEL: (305) 358-5900
FAX: (305) 358-9490
SENDERS E-MAIL:

J.grobelny@aawbmi.com

August 20, 2004

Via FedEx

Florida Dept. of State
Registration Department
409 E. Gaines Street
Tallahassee, FL 32399

Re: Certificate of Limited Partnership of Arcola Partners, Ltd.
Our File No.: 1511-013

Dear Sir or Madam:

I am enclosing the Certificate of Limited Partnership of Arcola Partners, Ltd, for filing with the Florida Secretary of State together with a check in the amount of \$1,785, which represents the filing fee.

If you have any questions, or if there is a problem, please contact me at (305) 358-5900.

Sincerely yours,


Jennifer Grobelny

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TALLAHASSEE, FLORIDA

THIS INSTRUMENT PREPARED BY:
Gerald J. Biondo, Esq.
FL Bar #: 154713
Murai Wald Biondo & Moreno P.A.
25 Southeast Second Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ARCOLA PARTNERS, LTD.**

The undersigned, desiring to form a limited partnership, pursuant to the laws of the state of Florida, certify as follows:

1. The name of the Partnership is **ARCOLA PARTNERS, LTD.**
2. The purpose of the Partnership is to acquire and manage real and personal property.
3. The principal place of business and mailing address of the Partnership is 8585 Sunset Drive, Suite 130, Miami, Florida 33143.
4. The name and principal place of business of the General Partner is as follows:

General Partner: Arcola Partners, Inc. #P04000119866
c/o Keith Ward
8585 Sunset Drive
Suite 130
Miami, Florida 33143

5. The term for which the Partnership is to exist is from the date of the Certificate of Limited Partnership is issued by the Secretary of State, through December 31, 2050, unless sooner terminated.

6. The amount of property initially contributed by the Limited Partnership is \$1,400,000.00.

7. The Limited Partner is not required to contribute any additional capital to the Partnership.

8. The name and address of the Registered Agent for service of process is: Keith Ward
8585 Sunset Drive
Suite 130
Miami, Florida 33143

IN WITNESS WHEREOF, the undersigned, being duly sworn, certified, sworn to and agreed to the foregoing this 17th day of August, 2004.

GENERAL PARTNER:

ARCOLA PARTNERS, LTD., a Florida limited partnership

BY: ARCOLA PARTNERS, INC., a Florida corporation

By: [Signature]
Keith Ward

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this day of 8/17, 2004 by Keith Ward, as President of Arcola Partners, Inc., the general partner of Arcola Partners, Ltd. on behalf of the partnership. He is personally known to me or has produced _____ as identification.



MARIAN C. LYNCH
MY COMMISSION # DD 151071
EXPIRES: September 18, 2006
Bonded Thru Budget Notary Services

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
Print name: MARIAN LYNCH
Commission No.: DD 151071

My Commission expires: 9/18/2006

**CERTIFICATE OF REGISTERED AGENT
OF
ARCOLA PARTNERS, LTD.**

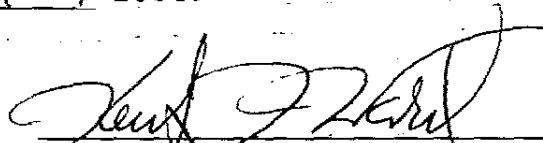
In pursuance of Chapter 620.105, Florida Statutes, the following is submitted, in compliance with said Act:

That Arcola Partners, Ltd. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Limited Partnership, at the City of Miami, County of Miami-Dade, State of Florida, has named Keith Ward, 8585 Sunset Drive, Suite 130, Miami, Florida 33143, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 17th day of August, 2004.


Keith Ward

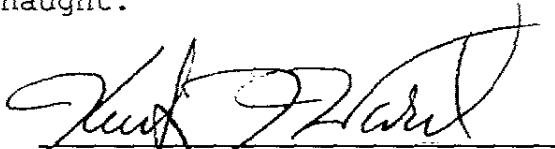
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TALLAHASSEE, FLORIDA

AFFIDAVIT

2004 AUG 6
JUDGE OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared
KEITH WARD, who being duly sworn deposes and states as follows:

1. That he is the President of Arcola Inc., the sole general partner in the partnership known as Arcola Partners, Ltd.
2. That the amount of capital contributions contributed by the limited partner is \$1,400,000.00, which amount is the total amount anticipated to be contributed by the limited partners.
3. Further Affiant sayeth naught.


Keith Ward

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this
17th day of August, 2004 by Keith Ward, who is
personally known to me or who has produced _____
as identification.



MARIAN C. LYNCH
MY COMMISSION # DD 151071
EXPIRES: September 18, 2006
Bonded Thru Budget Notary Services



NOTARY PUBLIC, STATE OF FLORIDA
Print name: MARIAN LYNCH
Commission No.: DD 151071

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