

A04000002094

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☐ PICK-UP

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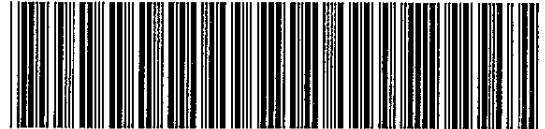
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12/27/04--01080--002 **1785.00

RECEIVED
01 DEC 27 11:12:56
TALLAHASSEE, FLORIDA

FILED
04 DEC 29 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



RESUBMIT

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 27, 2004

TROY TODD
CSC
TALLAHASSEE, FL

SUBJECT: PEM-SAM I LTD.
Ref. Number: W04000047050

RESUBMIT
04 DEC 29 AM 7:59
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for PEM-SAM I LTD. and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$1,785.00 payment.

When a trust is the general partner of a limited partnership, you have two choices.

The first option is to file a fictitious name registration on the name of the trust.

The second option -- and the one most people prefer -- is to list the general partner in Item 4 as being "PHILIP E. MORGAMAN, TRUSTEE OF THE PEM IRREVOCABLE TRUST II", and then to understand that you are giving us permission to list "PHILIP E. MORGAMAN, TRUSTEE" in the General Partner field on our computer index.

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) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 604A00071488

RECEIVED
01 DEC 29 PM 4:13
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 106304 4380516

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
04 DEC 29 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 27, 2004

ORDER TIME : 11:45 AM

ORDER NO. : 106304-020

CUSTOMER NO: 4380516

CUSTOMER: Wanda McNulty, Legal Assistant
Joel Reinstein, P.a.

Suite 325
925 South Federal Highway
Boca Raton, FL 33432

DOMESTIC FILING

NAME: PEM-SAM I LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd - EXT. 2940

EXAMINER'S INITIALS: _____

CERTIFICATE OF LIMITED PARTNERSHIP
PEM-SAM I LTD.
A FLORIDA LIMITED PARTNERSHIP

FILED
04 DEC 29 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned General Partner desiring to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is PEM-SAM I LTD.
2. The address of the office of the Partnership is 1600 W. Commercial Boulevard, Fort Lauderdale, FL 33309.
3. The name and address of the agent for service of process of the Partnership is Philip E. Morgaman, 1600 W. Commercial Boulevard, Fort Lauderdale, FL 33309.
4. The name and business address of the General Partner is: Philip E. Morgaman, Trustee of the PEM Irrevocable Trust II, 1600 W. Commercial Boulevard, Fort Lauderdale, FL 33309.
5. The mailing address of the Partnership is 1600 W. Commercial Boulevard, Fort Lauderdale, FL 33309.
6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2053, unless the Partners agree to extend the term.

This Certificate is duly executed and is being filed in accordance with Section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of PEM-SAM I LTD. this 20th day of December, 2004.

PEM-SAM I LTD.

By: PEM IRREVOCABLE TRUST II
General Partner

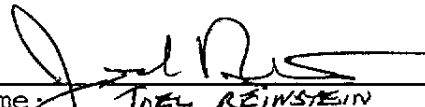
By: Philip E. Morgaman
Philip E. Morgaman, Trustee

STATE OF FLORIDA :
COUNTY OF BROWARD : SS:

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared PHILIP E. MORGAMAN, as Trustee of PEM IRREVOCABLE TRUST II, to me known to be the person described in and who executed the foregoing Certificate of Limited Partnership, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 21st day of December, 2004.

My commission expires:


Name: JOEL REINSTEIN
Notary Public, State of Florida



Joel Reinstein
MY COMMISSION # DD045355 EXPIRES
September 22, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

PEMSAMFLP.CER

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for PEM-SAM I FLP., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of the registered agent.


Philip E. Morgaman

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the general partner of PEM-SAM I LTD., a Florida Limited Partnership, certify as follows:

The amount contributed and anticipated to be contributed by the limited partner(s) at this time totals Eleven Million Five Hundred Thousand Dollars (\$11,500,000).

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.

PEM-SAM I LTD.

By: PEM IRREVOCABLE TRUST II
General Partner

By: [Signature]
Philip E. Morgaman, Trustee

STATE OF FLORIDA :

ss:

COUNTY OF BROWARD :

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared PHILIP E. MORGAMAN, as Trustee of PEM IRREVOCABLE TRUST II, to me known to be the person described in and who executed the foregoing Affidavit of Capital Contributions, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 21st day of December, 2004.

My commission expires:

[Signature]
Name: JOEL REINSTEIN
Notary Public, State of Florida

PEMSAMFLP.CER



Joel Reinstein
MY COMMISSION # DD045355 EXPIRES
September 22, 2005
BONDED THRU TROY FAIR INSURANCE, INC.