

JAN. -13' 05 (THU) 14:49

BILZIN SUMBERG

P. 005/013

Division of Corporations

Page 1 of 1

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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 205-0383

From:

Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP.

Account Number : 075350000132

Phone : (305) 374-7580

Fax Number : (305) 350-2446

05 JAN 13 AM 11:00
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DIVISION OF CORPORATIONS

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05 JAN 13 PM 2:58

DIVISION OF CORPORATIONS

FLORIDA LIMITED PARTNERSHIP

SRB-Fortune Associates, Ltd.

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

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SBR-FORTUNE ASSOCIATES, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 JAN 13 AM 11:00

The undersigned, desiring to form a limited partnership (the "Limited Partnership") in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as amended, hereby states as follows:

1. The name of the Limited Partnership is SBR-Fortune Associates, Ltd., a Florida limited partnership (the "Limited Partnership").

2. The address of the registered office of the Limited Partnership is:

1300 Brickell Avenue
Miami, FL 33131

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

Eduardo Imery
1300 Brickell Avenue
Miami, FL 33131

4. The name and business address of the general partner of the Limited Partnership are:

105-4062
FORTUNE KB GP, LLC
1300 Brickell Avenue
Miami, FL 33131.

5. The mailing address for the Limited Partnership is:

1300 Brickell Avenue
Miami, FL 33131

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2055.

The execution of this Certificate of Limited Partnership by the undersigned general partner constitutes an affirmation that the facts stated herein are true.

JAN. -13' 05 (THU) 14:49

BILZIN SUMBERG

P. 007/013

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the general partner of the Limited Partnership as of the 13th day of December, 2005.

GENERAL PARTNER:

Fortune KB GP, LLC,
a Florida limited liability company

By: 

Eduardo Imery, Vice President of
Fortune International Management, Inc.,
Manager

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been designated as registered agent for SBR-FORTUNE ASSOCIATES, LTD., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that he will accept service of process for and on behalf of the Limited Partnership and that he will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: January 13, 2005.



Eduardo Imery, Registered Agent

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DIVISION OF CORPORATIONS
05 JAN 13 AM 11:00

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BILZIN SUMBERG

P. 009/013

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting the general partner of SBR-Fortune Associates, Ltd., a Florida limited partnership, certifies:

The amount of capital contributions to date of the limited partners is \$0.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000,000.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

FORTUNE KB GP, LLC
a Florida limited liability company

By: 

Eduardo Imery, Vice President of
Fortune International Management, Inc.,
Manager

05 JAN 13 AM 11:00
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