

405000000419  
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.

((H05000047824 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 : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP.  
Account Number : 075350000132  
Phone : (305)374-7580  
Fax Number : (305)350-2446

RECEIVED

05 FEB 25 AM 10:32

DIVISION OF CORPORATIONS

FLORIDA LIMITED PARTNERSHIP  
EVERNIA HOLDINGS, LTD.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2005 FEB 25 AM 8:55

FILED

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$140.00

Electronic Filing Manual

Corporate Filing

Public Access Help

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
EVERNIA HOLDINGS, LTD.**

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:

EVERNIA HOLDINGS, LTD.

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

1110 Brickell Avenue  
Suite 800  
Miami, Florida 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:

Enrique Dillon  
1110 Brickell Avenue  
Suite 800  
Miami, Florida 33131

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

Evernia Properties GP, LLC  
1110 Brickell Avenue  
Suite 800  
Miami, Florida 33131

*LOB-4033*

5. The mailing address for the Limited Partnership is:

1110 Brickell Avenue  
Suite 800  
Miami, Florida 33131

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2005 FEB 25 AM 8:55

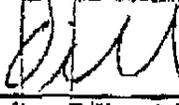
FILED

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

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the general partner of the Limited Partnership as of the 18<sup>th</sup> day of February, 2005.

GENERAL PARTNER:

EVERNIA PROPERTIES GP, LLC, a  
Florida limited liability company

By:   
Enrique Dillon, Manager

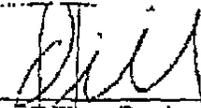
2005 FEB 25 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, having been designated as registered agent for EVERNIA HOLDINGS, 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: February 18<sup>th</sup>, 2005



Enrique Dillon, Registered Agent

2005 FEB 25 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

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

*The undersigned constituting the general partner of EVERNIA HOLDINGS, LTD., a Florida limited partnership, certifies:*

The amount of capital contributions to date of the limited partners is \$100.

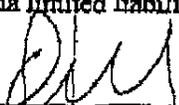
The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000.

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:

EVERNIA PROPERTIES GP, LLC, a  
Florida limited liability company

By:   
Enrique Dillon, Manager

FILED  
2005 FEB 25 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA