

A05000000645

04/01/2005 12:17 FAX

Division of Corporations

001/005

Page 1 of 1

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.

(((H05000079935 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 : STEARNS WEAVER MILLEN, ET AL.
Account Number : 076077002504
Phone : (305)789-3200
Fax Number : (305)789-3395

RECEIVED

05 APR - 1 PM 12:47

DIVISION OF CORPORATIONS

FLORIDA LIMITED PARTNERSHIP

Capital Place, LLLP

Certificate of Status	1
Certified Copy	1
Page Count	04-5
Estimated Charge	\$148.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 APR - 1 A 8:57

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

The Statement of Qualification will be filed immediately after acceptance and filing of this Certificate of Limited Partnership.

Name Availability	
Document Examiner	DOC
Updater	DOC
Updater Verifier	DOC
Adjudgement	DOC
W. P. Verifier	DOC

<https://efile.sunbiz.org/scripts/efilcovr.exe>

TC
\$99.00

4/1/2005

H05000079935 3

CERTIFICATE OF LIMITED PARTNERSHIP
OF
CAPITAL PLACE, LLLP

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of CAPITAL PLACE, LLLP, a Florida limited liability limited partnership (the "Partnership"), does hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

CAPITAL PLACE, LLLP

2. The office and principal place of business for the Partnership currently is:

9415 Sunset Drive, Suite 111
Miami, Florida 33173

3. The name and address of the agent for service of process on the Partnership are:

John M. Rawicz
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

4. The name and address of the sole General Partner of the Partnership are:

American Capital Partners, LLC
9415 Sunset Drive, Suite 111
Miami, Florida 33173

102 - 5465

5. The mailing address of the Partnership is:

9415 Sunset Drive, Suite 111
Miami, Florida 33173

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

FILED
2005 APR -1 A 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H05000079935 3

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as sole General Partner of the Partnership, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

Dated: March 31, 2005

AMERICAN CAPITAL PARTNERS, LLC,
as sole general partner

By: [Signature]
Name: J. A. Font
Title: Managing Member

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

John M. Rawicz hereby accepts his appointment as registered agent for Capital Place LLLP, a Florida limited liability limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 620.105.

Dated: _____, 2005

John M. Rawicz, Registered Agent

FILED
2005 APR - 1 A 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H05000079935 3

H05000079935 3

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as sole General Partner of the Partnership, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

Dated: _____, 2005

AMERICAN CAPITAL PARTNERS, LLC,
as sole general partner

By: _____
Name: _____
Title: _____

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

John M. Rawicz hereby accepts his appointment as registered agent for Capital Place LLLP, a Florida limited liability limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 620.105.

Dated: March 31, 2005


John M. Rawicz, Registered Agent

FILED
APR - 1 A 8:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

H05000079935 3

H05000079935 3

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
 COUNTY OF MIAMI- DADE)

BEFORE ME, the undersigned authority, personally appeared J. A. Fort, as Managing Member of American Capital Partners, LLC, a Florida limited liability company, as sole General Partner of Capital Partners, LLLP, a Florida limited liability limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$99.00.
2. It is not anticipated that the Limited Partners will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

AMERICAN CAPITAL PARTNERS, LLC,
 as sole General partner

By: J. A. Fort
 Name: J. A. Fort
 Title: Managing Member

The foregoing instrument was acknowledged before me this 31st day of March, 2005, by J. A. Fort, as Managing Member of American Capital Partners, LLC, a Florida limited liability company, as sole General Partner of Capital Place, LLLP, a Florida limited liability limited partnership, who is personally known to me or who has produced a driver's license as identification and who did (did not) take an oath.

Madeline Hernandez
 Print or Stamp Name:
 Notary Public, State of Florida at Large
 Commission No.:
 My Commission Expires:



Madeline Hernandez
 My Commission DDS15872
 Expires May 03, 2006

I:\NW-CO037468\001\CLP.doc

H05000079935 3