

DEC-06-2005 13:53



December 6, 2005

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BHH INVESTMENTS, LP
1320 SOUTH DIXIE HIGHWAY, SUITE 940
CORAL GABLES, FL 33146

SUBJECT: BHH INVESTMENTS, LP
REF: W05000053766

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

The Suffix LP will not be accepted until after the new year when the law goes into effect.

Please return your document, along with a copy of this letter, within 10 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist

FAX Aud. #: B05000277458
Letter Number: 405A00070549

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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

H05000277458

CERTIFICATE OF LIMITED PARTNERSHIP

OF

BHH INVESTMENTS, LTD.

Pursuant to Florida Statutes Section 620.108, the described limited partnership presents this Certificate for filing with the Florida Department of State.

**SECTION 1
NAME**

The name of the limited partnership is BHH INVESTMENTS, LTD.

**SECTION 2
EXISTENCE**

The existence of the limited partnership shall commence upon the filing of this Certificate with the Florida Department of State.

**SECTION 3
OFFICE ADDRESS**

The address of the office of the limited partnership is:

1320 South Dixie Highway, Suite 940
Coral Gables, FL 33146

**SECTION 4
AGENT FOR SERVICE OF PROCESS**

The agent for service of process for the limited partnership is:

M & W AGENTS, INC
2101 Corporate Blvd., Suite 107
Boca Raton, Florida 33431

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**SECTION 5
GENERAL PARTNER**

The name and business address of the sole general partner of the limited partnership is:

BHH Holdings, LLC
1320 South Dixie Highway, Suite 940
Coral Gables, FL 33146

LOS-114287

**SECTION 6
MAILING ADDRESS**

The mailing address for the limited partnership is:

1320 South Dixie Highway, Suite 940
Coral Gables, FL 33146

**SECTION 7
DATE OF DISSOLUTION**

The latest date upon which the limited partnership is to dissolve is December 31, 2055.

Executed this 1st day of NOVEMBER, 2005.

BHH HOLDINGS, LLC
a Florida limited liability company,
the General Partner

By: Bernard Herskowitz
Bernard Herskowitz, Manager

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REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for BHH INVESTMENTS, LTD at the place designated in the Certificate of Limited Partnership, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and the undersigned accepts the duties and obligations of Section 620.105 of the Florida Statutes.

Dated: 12/1/05

M & W AGENTS, INC., a Florida corporation

By: 
DONALD R. TESCHER, President

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2005 DEC -6 A 9:56

SECRET
TALLAHASSEE, FLORIDA

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

STATE OF FLORIDA

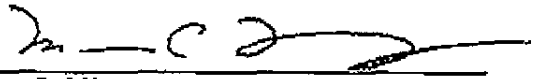
COUNTY OF PALM BEACH

Before me, a notary public for the above-described state, came BERNARD HERSKOWITZ, as general partner of BHH INVESTMENTS, LTD and being duly sworn, states that:

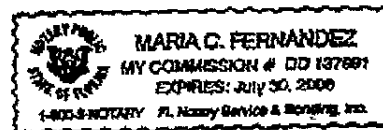
1. As of the date hereof, the contributions of limited partners of BHH INVESTMENTS, LTD., to the capital of that limited partnership, are \$0.
2. The anticipated contributions of limited partners of BHH INVESTMENTS, LTD to the capital of that limited partnership, are \$ 25,000,000


BERNARD HERSKOWITZ, general partner

Sworn to and subscribed before me, this 1st day of November, 2005, by BERNARD HERSKOWITZ, who is personally known to me or produced _____ as identification.


Notary Public

My commission expires:



2005 DEC -6 A 8:56
SCOTT A. FERGUSON
NOTARY PUBLIC
FLORIDA

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