

CORPORATION INCORPORATED
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL
904-222-9171
904-222-0193

csc networks

800-342-8086

A95600000111

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
55 JAN 20 PM 12:03

Mail To:
P.O. Box 5028
Tallahassee, FL 32311

ACCOUNT NO. : 0721000000032

REFERENCE : 527922 4656A

AUTHORIZATION

Patricia Pyzdek

COST LIMIT : \$ 140.00

ORDER DATE : January 20, 1995

ORDER TIME : 9:26 AM

ORDER NO. : 527922

CUSTOMER NO: 4656A

CUSTOMER: Penny Spisak, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
P. O. Box 12890

Miami, FL 33101-2890

DOMESTIC FILING

NAME: GBP, LTD.

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: 160195

RECEIVED
55 JAN 20 PM 10:19
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP
OF

GBP, LTD.,
a Florida Limited Partnership

FILED
RECORDS SECTION
95 JAN 20 PM 12:03

The undersigned General Partner, GBP CORP., a Florida corporation (the "General Partner"), desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), as set forth in Sections 620.101 through 620.186 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is GBP, LTD.
2. The address of the office of the Partnership is GBP CORP., 3250 Mary Street, 5th Floor, Miami, Florida 33133.
3. The name and address of the agent for service of process on the Partnership is: GBP CORP., 3250 Mary Street, 5th Floor, Miami, Florida 33133.
4. The name and address of the General Partner is as follows:

<u>NAME</u>	<u>ADDRESS</u>
GBP CORP., a Florida corporation	3250 Mary Street, 5th Floor Miami, Florida 33133

5. The mailing address of the Partnership is 3250 Mary Street, 5th Floor, Miami, Florida 33133.

6. The latest date upon which the Partnership shall dissolve is December 31, 2025.

7. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by the General Partner.

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 sole General Partner of GBP, LTD., as of the 19th day of January, 1995.

FILED
SECRETARY OF STATE
JAN 20 PM 12:03

GENERAL PARTNER:

GBP CORP., a Florida corporation

By: WARREN P. WEISER
WARREN P. WEISER, President

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

Having been named as Registered Agent for GBP, LTD., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, GBP CORP., a Florida corporation, on behalf of the Partnership, hereby agrees 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 Registered Agent.

GBP CORP., a Florida corporation

By: WARREN P. WEISER
WARREN P. WEISER, President

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared WARREN P. WEISER, in his capacity as President of GBP CORP., a Florida corporation, which is the sole General Partner of GBP, LTD., a Florida limited partnership (hereinafter referred to as the "Partnership"), who, upon being duly sworn and cautioned, deposed and said under oath as follows:

1. The amount of capital contributions to the Partnership made by the Limited Partners is as set forth on Exhibit "A" attached hereto and made a part hereof.

2. It is not anticipated that the Limited Partners will make any additional capital contributions to the Partnership.

FURTHER AFFIANT SAYETH NOT.

GENERAL PARTNER:

GBP CORP., a Florida corporation

By: 

WARREN P. WEISER, President

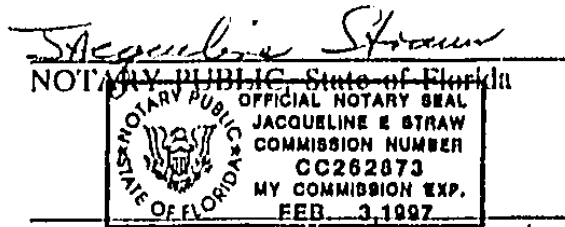
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was SWORN TO and SUBSCRIBED before me this 19th day of January, 1995, by WARREN P. WEISER, as President of GBP CORP., a Florida corporation, on behalf of said corporation. Said person is ☒ personally

RECEIVED
FBI MIAMI
JAN 20 1995
11:12:03

known to me or, ☐ has produced (specify type of identification, i.e., driver's license and number, state of issue, etc.)
_____ and who ☒ did take an oath, or ☐ did not take an
oath.

NOTARY PUBLIC
SEAL OF OFFICE



Name of Notary Public typed, printed or
stamped, as commissioned
Serial Number, if any
Date of Expiration of Commission

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 JUN 20 PM 12:03

EXHIBIT "A"
LIMITED PARTNERS

Name	Address	Interest	Initial Capital Contribution
Warren P. Weiser	2665 S. Bayshore Drive Suite 1002 Miami, Florida 33133	49.5%	495.00
Carol Greenberg Brooks	2665 S. Bayshore Drive Suite 1002 Miami, Florida 33133	49.5%	<u>495.00</u>
TOTALS		99.0%	\$990.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 20 PM 12:03

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
10-222-0311

800-142-8086

CSC networks
PRESIDENTIAL
LEGAL & FINANCIAL SERVICES

95 NOV -1 PM 12:28
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV -1 PM 2:46

ACCOUNT NO. : 072100000032

REFERENCE : 722162 4656A

AUTHORIZATION :

Patricia T.

COST LIMIT : \$ ~~100.00~~

105.00

ORDER DATE : November 1, 1995

ORDER TIME : 10:56 AM

ORDER NO. : 722162

CUSTOMER NO: 4656A

800001625258

CUSTOMER: Penny Spisak, Legal Asst
GREENBERG TRAUB & HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: GBP, LTD.

☐ ARTICLES OF INCORPORATION
☒ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS:

11/1/95
B/K

GREENBERG
ATTORNEYS AT LAW
TRAUBIG

David S. Kenin
305-579-0886

November 2, 1995

SECRET
NOV 1 1995
95 NOV -1 PM 2:46
CIVIL RIGHTS DIVISION
U.S. DEPARTMENT OF JUSTICE

VIA FAX

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Attention: Buck Kohr, Corporate Specialist

Re: GBP, LTD., a Florida limited partnership; Ref. No. A95000000111
Our File No. 10155.12

Dear Mr. Kohr:


Reference is made to your letter dated November 1, 1995 addressed to Jeanine Prezeau at CSC regarding the above matter (copy attached for your convenience).

Please be advised that this firm represents GBP, Ltd. and we have been advised by our client that it intends to timely file its completed 1996 Annual Report form and to pay the necessary fees with respect thereto.

Therefore, we ask that you accept the Amended and Restated Certificate of Limited Partnership, for filing, pursuant to our request and the request of CSC.

Thank you for your kind attention to this matter.

Very truly yours,


DAVID S. KENIN

DSK/pfs
Encl.

GREENBERG TRAUBIG HOFFMAN LINTY & ROSEN, P.A.
1221 BRICKELL AVENUE MIAMI, FLORIDA 33131 305-579-0500 FAX 305-579-0717
MIAMI FORT LAUDERDALE WEST PALM BEACH TALLAHASSEE
NEW YORK WASHINGTON, D.C.

AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF

GBP, LTD.,
a Florida Limited Partnership

RECEIVED
SECRETARY OF STATE
NOV - 1 PM 2:16
95

The undersigned General Partner, GBP CORP., a Florida corporation (the "General Partner"), desiring to amend and restate the Certificate of Limited Partnership of GBP, LTD., a Florida limited partnership filed in the Office of the Secretary of State of Florida on January 20, 1995 and assigned limited partnership number LP No. A95000000111, pursuant to the provisions of Florida Statutes, Section 620.109, hereby states the following:

1. The name of the Partnership is GBP, LTD.
2. The address of the office of the Partnership is GBP CORP., 2665 South Bayshore Drive, Suite 1002, Miami, Florida 33133.
3. The name and address of the agent for service of process on the Partnership is: GBP CORP., 2665 South Bayshore Drive, Suite 1002, Miami, Florida 33133.

4. The name and address of the General Partner is as follows:

<u>NAME</u>	<u>ADDRESS</u>
-------------	----------------

GBP CORP., a Florida corporation	2665 South Bayshore Drive Suite 1002 Miami, Florida 33133
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5. The mailing address of the Partnership is 2665 South Bayshore Drive, Suite 1002, Miami, Florida 33133.
6. The latest date upon which the Partnership shall dissolve is December 31, 2025.

7. A conveyance or encumbrance of real property held in the Partnership name and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by the General Partner.

8. This Amended and Restated Certificate of Limited Partnership was duly executed and is being filed to change the principal and mailing address of the Partnership and its General Partner and to change the address of the Partnership's registered agent and registered office and to record an amended Affidavit of Capital Contribution, in accordance with the provisions of Section 620.109 Florida Statutes.

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 sole General Partner of GBP, LTD., as of the 20th day of January, 1995.

GENERAL PARTNER:

GBP CORP., a Florida corporation

By: 

WARREN P. WEISER, President

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

Having been named the statutory Registered Agent for GBP, LTD., a Florida limited partnership (the "Partnership") at the place designated in the foregoing Amended and Restated Certificate of Limited Partnership, the undersigned, GBP CORP., a Florida corporation, on behalf of the Partnership, hereby agrees 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 Registered Agent.

GBP CORP., a Florida corporation

By: 

WARREN P. WEISER, President

AMENDED AND RESTATED AFFIDAVIT OF CAPITAL CONTRIBUTION

FILED
CLERK OF DISTRICT COURT
STATE OF FLORIDA
SS NOV - 1 PM 2:46
CORPORATIONS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared WARREN P. WEISER, in his capacity as President of GBP CORP., a Florida corporation, which is the sole General Partner of GBP, LTD., a Florida limited partnership (hereinafter referred to as the "Partnership"), who, upon being duly sworn and cautioned, deposed and said under oath as follows:

1. The amount of capital contributions to the Partnership made by the Limited Partners to date is \$990.00.

2. It is not anticipated that the Limited Partners will make any additional capital contributions to the Partnership.

FURTHER AFFIANT SAYETH NOT.

GENERAL PARTNER:

GBP CORP., a Florida corporation

By: 

WARREN P. WEISER, President

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

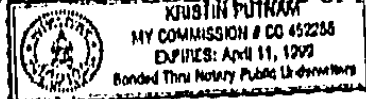
The foregoing instrument was SWORN TO and SUBSCRIBED before me this ____ day of _____, 1995, by WARREN P. WEISER, as President of GBP CORP., a Florida

corporation, on behalf of said corporation. Said person is ☐ personally known to me or ☒ has produced (specify type of identification, i.e., driver's license and number, state of issue, etc.) Driver's License

NOTARY PUBLIC
SEAL OF OFFICE

K. Putnam

NOTARY PUBLIC, State of Florida



Name of Notary Public typed, printed or stamped, as commissioned
Serial Number, if any
Date of Expiration of Commission

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV -1 PM 2:46

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Capital Division
Secretary of State
DIVISION OF CORPORATIONS

FILED
30 JAN -2 PM 4:57
SECRETARY OF STATE
17, TALLAHASSEE, FLORIDA

1. Name of Limited Partnership

GBP, LTD.

1a. DOCUMENT #
A95000000111

96 AR

C.V.

Making Address
3250 MARY STREET, 5TH FLOOR
MIAMI FL 33133

3250 MARY STREET, 5TH FLOOR
MIAMI FL 33133

If above addresses are incorrect in any way, file through the correct information and enter correct address in Block 2 and Block 2a.

3. Date Formed or Registered in (or Reclassified in)
FLORIDA 01/20/1995

3a. Date of Last Report

4. State or Country of Formation
FL

5a. Capital Contributions as Shown
on Record
\$990.00

5b. Amount of Capital Contributions as
FLORIDA in date

6. Filing Number
65-0567313

7. CERTIFICATE OF STATUS REQUIRED
Applied for: ☐
Not Applicable: ☒ \$0.75 Additional Fee required
for a Certificate of Status

B. FEES: 1) Filing Fee. Computed at a rate of \$7 per \$1,000 on amount entered in 5a or 5b if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2) Supplemental Fee. \$138.75 (subject to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$570.25 (\$437.50 + \$138.75).
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

GBP CORP.
3250 MARY STREET, 5TH FLOOR
MIAMI FL 33133

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

City, State & Zip

City

Zip Code
FL

10a. Pursuant to the provisions of sections 620.1051 and 620.102, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s) thereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.102, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

GBP CORP.

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

3250 MARY STREET, 5TH

11b. City, State & Zip Code

MIAMI FL 33133

11c. Registered/
Document Number

P95000003381

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied herein is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(b), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(b) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee as represented in this report as required by Chapter 620, Florida Statutes.

SIGNATURE

DATE 12/22/95

Telephone Number (605) 854-7342

Typed or Printed Name of General Partner Signing Form
WARREN P. WEISER AS SHAREHOLDER FOR
GBP CORP., GENERAL PARTNER

0001789

CR2E003 (0/95)