

MAIL TO P.O. Box 5828 TALLAHASSEL, EL 12161

ACCOURT NO. : 9721000000 to

REFERENCE : 531502 4133A

AUTHORIZATION :

COST LIMIT :

ORDER DATE : January 27, 1995

ORDER TIME : 9:24 AM

900001391249

ORDER NO. : 531502

CUSTOMER NO:

4133A

CUSTOMER: Marcia Cox, Legal Audibtant STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON, P.A.

Museum Tower, Suite 2200 150 West Flagler Street

Miami, FL 33130

DOMESTIC FILING

ZND

NAME:

CARIBBEAN GARDENS ASSOCIATES, LTD.

ARTICLES OF INCORPORATION

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned

EXAMINER'S INITIALS:

CERTIFICATE OF LIMITED PARTNERSHIP

OF

CARIBBEAN GARDENS ASSOCIATES, LTD.

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the Sole General Partner of CARIBBEAN GARDENS ASSOCIATES, LTD., a Florida limited partnership (the "Partnership"), hereby executes and submits for filing with the Department of State, State of Florida, this Cortificate of Limited Partnership, to read as follows:

- The name of the Limited Partnership is: CARIBBEAN GARDENS ASSOCIATES, LTD.
- 2. The office and principal place of business for the Partnership currently is:

25 S.E. 2nd Avenue Suite 828 Miami, Florida 33131

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

Richard Fosmoen 25 S.E. 2nd Avenue Suite 828 Miami, Florida 33131

4. The name and address of the Sole General Partner of the Partnership is:

Caribbean Gardens, Inc. 25 S.E. 2nd Avenue Suite 828 Miami, Florida 33131

73500000 7357

5. The mailing address of the Partnership is:

25 S.E. 2nd Avenue Suite 828 Miami, Florida 33131

6. The latest date upon which the Partnership shall dissolve is December 31, 2045.

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

DATED: January 26, 1995

CARIBBEAN GARDENS, INC., as General Partner

STATE OF FLORIDA

SS:

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 26 day of January, 1995 by Richard Fosmoen, as President of Caribbean Gardens, Inc., Sole General Partner of Caribbean Gardens Associates, Ltd., a Florida limited partnership, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

Notary Public, State of Floredat Large Commission No.: Cell 40x325

My Commission Expires:

MARCIA K. COX MY COMMISSION # CC 404328 EXPIRES: August 31, 1998 Bonded Thru Hotary Public Underwriters

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Richard Fosmoen hereby accepts his appointment as registered agent for Caribbean Gardens Associates, Ltd., a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

January 26, 1995 DATED:

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA SS: COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Richard Fosmoen, as President of Caribbean Gardens, Inc., a Florida corporation, as General Partner of Caribbean Gardens Associates, Ltd., a Florida limited partnership (the "Partnership"), who states

- The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$100.00.
- 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.

CARIBBEAN GARDENS, INC., as General Partner

The foregoing instrument was acknowledged before me this 26 day of January, 1995 by Richard Fosmoen, as President of Caribbean Gardens, Inc., a Florida corporation, as Sole General Partner of Caribbean Gardens Associates, Ltd., a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification and who did not take

Print or Stamp Name:

Notary Public, State of Florida at Large

Commission No.: CC# 404318

My Commission Expires:

MARCIA K. COX MY COMMISSION F CC 404328 EXPIRES: August 31, 1998 Bonded Thru Hotary Public Underwriters

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

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RD L. FOSMUES "MARINE 305 371 9116

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