

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE 1-800-224-8870
FAX 904-224-1022

A 950000000688

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

h/c 5/2/95
C. TAX _____
FILING _____
R. AGENT FEC _____
C. COPY _____
TOTAL _____
N. BANK _____
BALANCE DUE _____
OFFIND _____

RE: State Power Limited Partnership

_____ Capital Express™	_____ FEE.	_____ DISBURSED
_____ Art. of Inc. File		
_____ Corp. Record Search		
<input checked="" type="checkbox"/> Ltd. Partnership File		
_____ Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
_____ Art. of Amend. File		
_____ Dissolution/Withdrawal		
_____ C U S-		
_____ Fictitious Name File		
_____ Name Reservation		
_____ Annual Report/Reinstatement		
_____ Reg. Agent Service		
_____ Document Filing		
_____ Corporate Kit		
_____ Vehicle Search		
_____ Driving Record		
_____ Document Retrieval		
_____ UCC 1 or 3 File		
_____ UCC 11 Search		
_____ UCC 11 Retrieval		
_____ File No.'s		
_____ Courier Service		
_____ Shipping/Handling		
_____ Phone ()		
_____ Top Priority		
_____ Express Mail Prop.		
_____ FAX ()		
_____ pgs.		
SUBTOTALS _____		

FILED
SECRETARY OF STATE
OFFICE OF CORPORATE RECORDS
95 MAY -2 MID: 23

500001476305
-05/04/95--01121--002
Copies ***1837.50 ***1837.50

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	<i>il</i>		

WALK-IN _____
Will Pick Up _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU!
from
Your Capital C.

CERTIFICATE OF LIMITED PARTNERSHIP
OF
866 PONCE LIMITED PARTNERSHIP

RECEIVED
JAN 2 1984
MID: 24

WE, THE UNDERSIGNED, being desirous of forming a Limited Partnership in accordance with the laws of the State of Florida, do hereby certify and swear as follows:

1. The name of the Limited Partnership is 866 PONCE LIMITED PARTNERSHIP (the "Limited Partnership").

2. The character of the business to be transacted by the Limited Partnership is the business of owning and operating real property, making investments of every kind in nature whatsoever, and in connection therewith to purchase or otherwise acquire, own, hold, manage, develop, exploit, improve, maintain, construct, mortgage or otherwise encumber, lease, sell, assign, transfer or otherwise dispose of, and generally deal in and with property of any kind, character or description, whatsoever, whether real or personal or mixed, tangible or intangible, wheresoever situated or evidenced, and any interests, rights, estates and privileges therein. In furtherance of the business and purposes of the Limited Partnership, the Limited Partnership has the power to do any and all other things whatsoever necessary or desirable in connection with the foregoing or otherwise contemplated by the Agreement of Limited Partnership of the Limited Partnership (the "Agreement").

3. The principal place of business and the mailing address of the Limited Partnership is 1260 N.W. 57th Avenue, Suite 207, Miami, Florida 33126.

4. The Limited Partnership's Initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: LAMONT & NEIMAN, P.A.

INITIAL REGISTERED OFFICE: One Biscayne Tower, Suite 3550
Two South Biscayne Boulevard
Miami, Florida 33131

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Limited Partnership at the Initial Registered Office designated in this Certificate of Limited Partnership, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

REGISTERED AGENT

Lamont & Neiman, P.A.

By: Robert S. Lamont
Robert S. Lamont, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -2 AM 10:24

5. The name and place of business of the General Partner is the following:

GENERAL PARTNER:

866 PONCE CORPORATION
1260 N.W. 57th Avenue
Suite 207
Miami, Florida 33126

895000033186

6. The term of the Limited Partnership commenced on May 1, 1995 upon the signing of the Agreement by all of the Partners. The Limited Partnership shall continue until April 30, 2020, unless sooner dissolved and terminated by the death, bankruptcy, or insolvency of a Partner.

7. The Limited Partners will contribute an aggregate of \$571,500.00 of cash or property to the capital of the Limited Partnership. The General Partner has contributed \$63,500.00 in cash or property to the capital of the Limited Partnership. The amount of invested capital in the Limited Partnership is \$635,000.00.

8. The Limited Partners will not be required to contribute additional capital to the Limited Partnership. The amount of anticipated additional capital to be invested in the Limited Partnership is zero.

9. The Agreement contains no provision with respect to the return of the

capital contribution of the Limited Partners except that the Limited Partners shall share according to their respective Partnership interests in the proceeds from the sale, refinancing, or involuntary conversion of all or part of the Partnership's properties and in the proceeds from the termination and dissolution of the Limited Partnership.

10. The Limited Partners collectively have 90% of the Partnership profits.

11. A Limited Partner may be substituted as an assignee with the consent of the other Partners.

12. No right is given to any Limited Partner to admit additional Partners.

13. No right is given to any Limited Partner to priority over other Limited Partners as to contribution or as to compensation by way of income.

14. The General Partner and the remaining Partners are given the right under the Agreement to continue the business on the death, retirement, insanity or dissolution of a Partner.

15. No Limited Partner has the right to demand and receive property other than cash in return for his contribution.

IN WITNESS WHEREOF, each of the parties hereto have set their hands and seals on this 1 day of May, 1995.

**GENERAL PARTNER:
866 PONCE CORPORATION**

By: [Signature]
L. Richard Mattaway, President

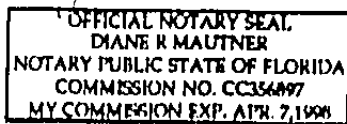
Attest: [Signature]
L. Richard Mattaway, Secretary


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -2 AM 10:24

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me L. RICHARD MATTAWAY known to me to the individual therein described and who did certify and swear to me that he executed the foregoing Certificate of Limited Partnership as President of 866 PONCE CORPORATION for the purposes therein expressed and in the capacity therein stated.

WITNESS my hand and official seal at Miami, Florida, this 1st day of May, 1995.




Notary Public, State of Florida

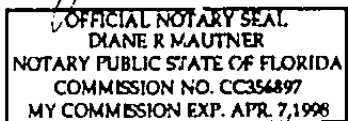
My Commission Expires:


Notary - print name

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me L. RICHARD MATTAWAY known to me to the individual therein described and who did certify and swear to me that he executed the foregoing Certificate of Limited Partnership as Secretary of 866 PONCE CORPORATION for the purposes therein expressed and in the capacity therein stated.

WITNESS my hand and official seal at Miami, Florida, this 1st day of May, 1995.




Notary Public, State of Florida

My Commission Expires:

Notary - print name

STATE OF FLORIDA

SS:

COUNTY OF DADE

**AFFIDAVIT IN SUPPORT OF CERTIFICATE OF
LIMITED PARTNERSHIP OF 866 PONCE LIMITED PARTNERSHIP**

95 MAY -2 10:10:24
CLERK OF DISTRICT COURT
DADE COUNTY, FLORIDA

Personally appeared before me, the undersigned authority, L. RICHARD MATTAWAY, who, first being duly sworn upon oath, deposes and says:

1. That he is the President and Secretary, of 866 PONCE CORPORATION, GENERAL PARTNER to the Limited Partnership of 866 PONCE LIMITED PARTNERSHIP.

2. That he is cognizant that the Limited Partners to the 866 PONCE LIMITED PARTNERSHIP have contributed \$571,500.00 in cash or property to the capital of the Limited Partnership and the General Partner has contributed \$63,500.00 of cash or other property to the capital of the Limited Partnership and accordingly the amount of invested capital in the Limited Partnership is \$635,000.00.

3. That he is cognizant that the Limited Partners to the 866 PONCE LIMITED PARTNERSHIP will not be required to contribute additional capital to the Limited Partnership and accordingly the amount of anticipated additional capital to be invested in the Limited Partnership is zero.

4. Affiant makes this Affidavit to verify the foregoing.

FURTHER YOUR AFFIANT SAYETH NOT.

GENERAL PARTNER

(CORPORATE SEAL)

866 PONCE CORPORATION

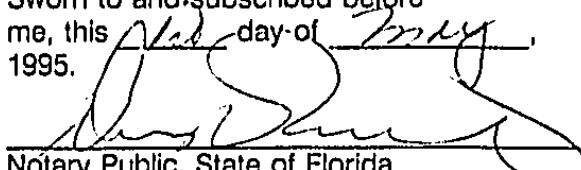
By:


L. Richard Mattaway

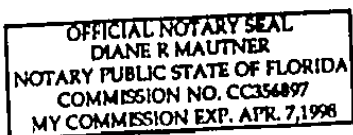
Attest:


L. Richard Mattaway

Sworn to and subscribed before
me, this 14th day of May,
1995.


Notary Public, State of Florida

my commission expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -2 AM 10:24

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

Certified Mail # P 271 332 053

OK 12/13/95

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Tandra Mathews
Secretary of State
DIVISION OF CORPORATIONS

FILED

95 DEC 19 AM 11:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership

1a. DOCUMENT #
A95000000688

366 PONCE LIMITED PARTNERSHIP

Mailing Address

1200 N.W. 57TH AVE., SUITE 207
MIAMI FL 33120

Principal Office Address

1200 N.W. 57TH AVE., SUITE 207
MIAMI FL 33120

2. New Mailing Address, if Applicable

Include Apt # etc

City, State & Zip

2a. New Principal Office, if Applicable

Include Apt # etc

City, State & Zip

3. Date Formed or Registered to Do Business in
FLORIDA 05/02/1995

3a. Date of Last Report

4. State or Country of Formation
FL

5a. Capital Contributions as Shown
on Record
\$571,500.00

5b. Amount of Capital Contributions in
FLORIDA to date
\$571,500.00

6. FID Number
65-0580482

Applied Fee

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

\$0.75 Additional Fee required
for a Certificate of Status

8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5a or 5b if blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2.) Supplemental Fee: \$138.75 (pursuant to section 607.103, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$101.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$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

LAMONT & NEIMAN, P.A.
ONE BISCAYNE TOWER, SUITE 3550
TWO SOUTH BISCAYNE BLVD.
MIAMI FL 33131

10. If changed, new Registered Agent/Office

Name

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

Include Apt # etc

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.102, Florida Statutes, the above-named limited partnership organized, 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). I hereby 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)

DATE

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

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

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

11b. City, State & Zip Code

11c. Registration/
Document Number

888 PONCE CORPORATION

1260 N.W. 57TH AVE., SUITE 207

MIAMI FL 33120

PL000033188

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 with this filing 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 not exempt from public access. I further certify that the information indicated on this annual report is true and accurate. I declare 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, the owner or trustee, empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

L. Richard Mathews
L. Richard Mathews Pres of G.P.

DATE

12/13/95
305/662-1421

Typed or Printed Name of General Partner Signing Form

Telephone Number