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FILED
95 JUN -6 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 1, 1995

Secretary of State
Division of Partnerships
Filing Section
409 East Gaines Street
Tallahassee, Florida 32399

400001507644
-06/07/95--01086--003
***1102.50 ***1102.50

Re: GOTHENBURG INVESTORS, LTD.

Dear Sir:

Enclosed please find, for filing, original and copy of Certificate of Limited Partnership of GOTHENBURG INVESTORS, LTD., together with a check in the amount of \$1,102.50 representing the filing fee and the fee for a certified copy. Also enclosed is original Affidavit of Capital Contributions with respect thereto.

Please return a certified copy of the Certificate to the undersigned in accordance with your usual procedure. If you have any questions, please immediately contact me.

Sincerely,

[Signature]
NORMAN S. WEIDER, ESQ.

17.50- *overpayment*

NSW:dc
Enclosures

Name Availability	KWM
Document Examiner	KWM
Updater	KWM
Updater Verifier	KWM
Acknowledgement	KWM
W. P. Verifier	KWM

C. TAX _____
 FILING _____ 1050.00
 R. AGENT FEE _____ 35.00
 C. COPY _____
 TOTAL _____ 1102.50
 N. BANK _____
 BALANCE DUE _____
 REFUND _____

WP/WORKSSECRESTA
950601

**CERTIFICATE OF LIMITED PARTNERSHIP OF
GOTIENBURG INVESTORS, LTD.
a Florida limited partnership**

FILED
95 JUN -6 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as a duly authorized officer of LCC MANAGEMENT, INC., the General Partner, which desires to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the partnership is **GOTIENBURG INVESTORS, LTD.** (the "Partnership").
2. The mailing address and location of the office of the Partnership is 190 Casuarina Concourse, Coral Gables, Florida 33143.
3. The name and address of the agent for service of process on the Partnership is Norman S. Weider, Esq., 100 S.E. 2nd Street, Suite 3910, Miami, Florida 33131.
4. The name and business address of the General Partner is as follows:

LCC MANAGEMENT, INC. - P95000042201
190 Casuarina Concourse
Coral Gables, Florida 33143
5. The latest date upon which the Partnership shall dissolve is December 31, 2050.
6. A conveyance or encumbrance of real property held in the name of the Partnership, and any other instrument affecting title to the 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.

Name of Preparer:

Norman S. Weider, Esq.
100 S.E. 2nd Street - Suite 3910
Miami, FL 33131
Florida Bar No. 150388

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by a duly authorized officer of LCC MANAGEMENT, INC., the General Partner of GOTHENBURG INVESTORS, LTD. this 1st day of June, 1995.

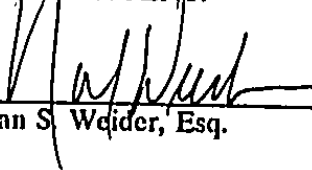
LCC MANAGEMENT, INC., a Florida corporation, General Partner

By: 
LARS DAVIDSSON, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for GOTHENBURG INVESTORS, LTD., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, Norman S. Weider, Esq., 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.

REGISTERED AGENT:

By: 
Norman S. Weider, Esq.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared LARS DAVIDSSON, a duly authorized officer of LCC MANAGEMENT INC., the General Partner of GOTHENBURG INVESTORS, LTD., a Florida limited partnership (the "Partnership"), who upon being duly sworn, certifies as follows:

1. The amount of capital contributions made or anticipated to be made by the limited partners is \$150,000.00.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

General Partner:

LCC MANAGEMENT, INC., a
Florida corporation

By: 

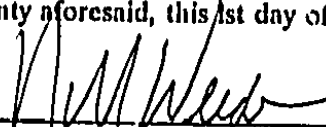
LARS DAVIDSSON, President

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared LARS DAVIDSSON, as a duly authorized officer of LCC MANAGEMENT, INC., the General Partner of GOTHENBURG INVESTORS, LTD., known to me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he

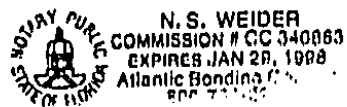
executed this Affidavit as a duly authorized officer of LCC MANAGEMENT, INC., the General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of June, 1995.



NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



A95000000874

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

DOCUMENT # **A95000000874**

96 JUN 28 PM 3:19

GOTHENBERG INVESTORS, LTD.

DEFECT WRITE IN THIS SPACE

2. Mailing Address C/O BDPB 1 SE 3RD AVE.		3. Principal Office Address 190 CASAURINA CONCOURSE		4. Date Filed or Registered for the Business of Florida 6/6/95	
Suite, Apt. # etc. 15TH FLOOR, ATTN: B. BRANT		Suite, Apt. # etc.		5. FIC Number 65-0592716	
City & State MIAMI, FL		City & State CORAL GABLES, FL		Applied For Not Applicable	
Zip 33143		Zip 33143		6. CERTIFICATE OF STATUS DESIRED <input type="checkbox"/> \$875 Additional Fee required for a Certificate of Status	
Country USA		Country USA		7. State or Country of Formation FLORIDA	
8a. Capital Contributions as Shown on Record \$150,000		FEES: 1) Filing Fee(s) Computed at a rate of \$7 per \$1,000 on amount entered in 8b with a minimum filing fee of \$52.50 and a maximum of \$437.50 for each year due this office.			
8b. Amount of Capital Contributions in FLORIDA to date \$150,000		2) Supplemental Fee(s) \$108.75 for each year due this office beginning with 1992 calendar year			
		3) Penalty Fee(s) \$500 penalty fee for each year report form is delinquent			
		Note: If the amount entered in 8b is greater than amount entered in 8a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.			

9. Name and Address of Current Registered Agent		10. If changed, new registered agent office	
WEIDER, NORMAN ESQUIRE 100 S.E. 2ND STREET, SUITE 3910 MIAMI, FL 33131		Name	
		Street Address (P.O. Box Number is Not Acceptable)	
		Suite, Apt. # etc.	
		City	
		FL Zip Code	

10a. Pursuant to the provisions of sections 620.1051 and 620.107, 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. Each 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 620.107, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Names of General Partner(s)	Address of Each General Partner (Do NOT Use Post Office Box Numbers)	City, State and Zip Code	11a. Registration Document Number
LLC MANAGEMENT, INC.	190 CASAURINA CONCOURSE	CORAL GABLES, FL 33143	A95000042201
			200001885532
			-07/05/96--01084--014
			***576.25 ***576.25
REINSTATEMENT			
			200001885532
			07/05/96--01084--015
			***500.00 ***500.00

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 entirely furnished and does not qualify for the exemption state in Section 199.07, Florida Statutes. I advise that the Division of Corporations has no liability for non-compliance with Section 199.07(3)(b) in the event that the information supplied is deemed exempt from public access. I further certify that the information includes the true and correct 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 named in this filing and I am authorized to file this report as required by chapter 620, Florida Statutes.

SIGNATURE *Barry Brant* DATE **6/19/96**
 Typed or Printed Name of General Partner Signing Form **BARRY BRANT, VICE PRESIDENT**
LLC MANAGEMENT, INC., GENERAL PARTNER Telephone Number **(305) 379-7000**

CR2E039 (4/95)