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TALLAHASSEE, FL 32301

800-342-8086

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800-342-8086



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PROMPT MAIL
LEGAL & FINANCIAL SERVICES

A95000001319

ACCOUNT NO. : 072100000032

REFERENCE : 674875 4656A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 6, 1995

ORDER TIME : 9:27 AM

ORDER NO. : 674875

CUSTOMER NO: 4656A

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

600001580246
-09/08/95--01030--014
***918.75 ***918.00

600001580246
-09/08/95--01030--015
***918.75 ***918.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP -6 PM12:20

DOMESTIC FILING

NAME: GOLDEN KEY LTD.

J. TAX FILING 1750.00
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 1837.50
N. BANK
BALANCE DUE
REFUND

ARTICLES OF INCORPORATION

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS:

9/6/95
[Signature]

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
GOLDEN KEY LTD.**

SECRET
ADVISOR
95 SEP - 20
PH 12:20
STATE
CORPORATIONS

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1993), and §620.108 of the Florida Statutes, the undersigned, being all of the general partners of GOLDEN KEY LTD. hereby duly execute and file with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is GOLDEN KEY LTD.
2. The address of the office at which will be kept the records of the limited partnership required to be kept by §620.106 of the Florida Statutes and the mailing address of the limited partnership is 848 Brickell Ave., Suite 1010, Miami, Florida 33131.
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is:

Rilea Development Corporation

CG 1712

4. The Florida street address for such registered agent is:

848 Brickell Ave., Suite 1010
Miami, Florida 33131

5. **Acceptance of Appointment of Registered Agent:**

Having been named the statutory registered agent of GOLDEN KEY LTD. at the place designated in this Certificate of Limited Partnership, the undersigned hereby accepts such designation and confirms that it is familiar with and agrees to accept the obligations imposed by §620.192 of the Florida Statutes and agrees to comply with the provisions of Florida Law relative to keeping the registered office open.

RILEA DEVELOPMENT CORPORATION, a Florida corporation

By: [Signature]
Name: Alan Ojeda
Title: President

Dated: September 1, 1995.

6. The names and business addresses of the general partners of the limited partnership are as follows:

Key Pembroke General, Inc.
848 Brickell Ave., Suite 1000
Miami, Florida 33131

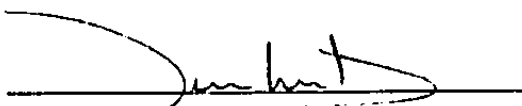
Rilea Pembroke Corp.
848 Brickell Ave., Suite 1010
Miami, Florida 33131

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 SEP -6 PM 12:20
P95000067868
P95000068084

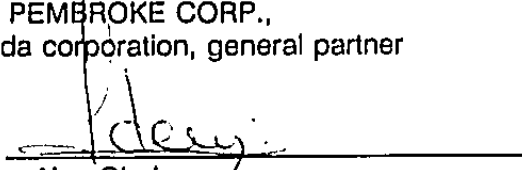
7. The latest date upon which the limited partnership is to dissolve is December 31, 2035.

IN WITNESS WHEREOF, the general partners of the limited partnership have executed this Certificate of Limited Partnership on the 1st day of September, 1995 in accordance with §620.114 Florida Statutes.

KEY PEMBROKE GENERAL, INC.,
a Florida corporation, general partner

BY: 
Name: Juan Couret
Title: Vice President

RILEA PEMBROKE CORP.,
a Florida corporation, general partner

BY: 
Name: Alan Ojeda
Title: President

AFFIDAVIT

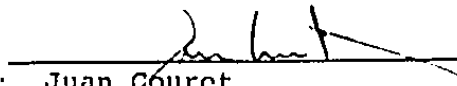
THE UNDERSIGNED, being all of the general partners of GOLDEN KEY LTD., a Florida limited partnership, hereby certify as follows:

1. The amount of capital contributions to date of the limited partners is:
\$ -0-.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 6,050,880.00.

FURTHER AFFIANTS SAYETH NOT.

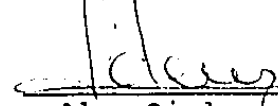
Under penalties of perjury, the undersigned declare that they have read the foregoing Affidavit and that the facts alleged therein are true, to the best of their knowledge and belief.

KEY PEMBROKE GENERAL, INC.,
a Florida corporation, general partner

BY: 
Name: Juan Couret
Title: Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP -6 PM 12:20

RILEA PEMBROKE CORP.,
a Florida corporation, general partner

BY: 
Name: Alan Ojeda
Title: President

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

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



GEORGIA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FILED

96 JAN 23 AM 10:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Partnership

GOLDEN KEY LTD.

1a.

DOCUMENT #

A95000001310

2. New Mailing Address of Applicant

848 Brickell Avenue, Suite 1010
Miami, Florida 33131

3. State & Zip

33131-0101

4. State & Zip

33131-0101

3. Date of Report (Month/Day/Year)

9-4-95

3a. State of Report

Initial

4. State of Report

Florida

5a. Capital Contribution (in dollars)

6,050,880.00

5b. Amount of Capital Contribution (in dollars)

6,050,880.00

6. Filing Fee

65-0608289

7. Certificate of Status Required

YES ☐

\$5.75 Additional Fee required for a Certificate of Status

8. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$100 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2) Supplemental Fee: \$130.75 (pursuant to section 607.103, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$130.75) AND NO MORE THAN \$576.25 (\$437.50 + \$130.75).
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

Alan Ojoda
848 Brickell Avenue, Suite 1010
Miami, Florida 33131

10. Registered Agent Office

Name

Street Address (P.O. Box Number or 744 if applicable)

State, Apt. # etc.

City

FL

Zip Code

10a. Pursuant to the provisions of sections 607.105 and 607.102, 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, as permitted by the laws of the State of Florida. Such change was authorized by its general partner(s). Thereby, accept the appointment of registered agent, I am forthwith, and accept the obligations of section 607.102, Florida Statutes.

SIGNATURE

DATE

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

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

Rilea Pembroke Corp.

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

848 Brickell Ave.
Suite 1010

11b. City, State & Zip Code

Miami, FL 33131

11c. Registration Document Number

P95000068084

Key Pembroke General, Inc. 848 Brickell Ave.
Suite 1000

Miami, FL 33131

P95000067868

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

12. I hereby certify that the information submitted in this filing is true and correct to the best of my knowledge and belief, and that I am a general partner in the partnership. I understand that the information submitted is subject to public review and that the information submitted may be used for purposes other than those for which it was submitted. I understand that the information submitted may be used for purposes other than those for which it was submitted. I understand that the information submitted may be used for purposes other than those for which it was submitted.

SIGNATURE

Typed or Printed Name of General Partner Signing Form

Telephone Number

12/20/95

(305) 371-5254

CR2E003 (6-95)