

A95000001469

DOUMAR, CURTIS, CROSS, LAYSTROM & PERLOFF

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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STUART J. MACIVER, P.A.
RUSSELL L. FORREY, P.A.

*ALSO ADMITTED IN MICHIGAN

*BOARD CERTIFIED REAL ESTATE LAWYER

CERTIFIED MAIL

RETURN RECEIPT REQUESTED

*ALSO ADMITTED IN PENNSYLVANIA

September 20, 1995

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700001597797
-09/29/95--01019--003
****140.00 ****140.00

Re: Certificate of Limited
Partnership of COURTYARD
DISTRIBUTION CENTER
LIMITED PARTNERSHIP #2

Gentlemen:

Enclosed please find the Certificate of Limited Partnership of the Courtyard Distribution Center Limited Partnership #2, Acceptance of Appointment as Registered Agent and Affidavit of Capital Contributions.

In addition, also enclosed is our check in the amount of \$140.00 which is comprised of:

A. \$87.50 - registration of registered agent and filing fee for \$5.000 of contributions; and

B. \$52.50 - certified copy of Certificate of Limited Partnership.

A self addressed stamped envelope is also enclosed for your convenience in returning the certified copy of the Certificate of Limited Partnership.

If any additional information is required, please do not hesitate to contact me. Thank you for your courtesies in this matter.

Very truly yours,

Jeffrey S. Wachs
Jeffrey S. Wachs
For the firm

JSW:lb
Enclosures

9/29/95

FILED
1995 SEP 28 PM 12:06
TALLAHASSEE, FLORIDA

FILED
28 SEP 28 PM 12:06
FALLS CHURCH, VIRGINIA

THE UNDERSIGNED, constituting the General Partner of COURTYARD DISTRIBUTION CENTER LIMITED PARTNERSHIP #2, a Florida Limited partnership, hereby files its Certificate of Limited Partnership in accordance with Chapter 620, Florida Statutes, as follows:

1. Name of the Partnership. COURTYARD DISTRIBUTION
CENTER LIMITED
PARTNERSHIP #2

2. The address of the office of the Partnership is.

10260 N.W. 47th Street
Sunrise, FL 33351

3. Name and addresses of the agent for the service of process on the Partnership is.

COURTYARD DISTRIBUTION
CENTER, INC.
10260 N.W. 47th Street
Sunrise, FL 33351

4. Name and business address of the General Partner is.

COURTYARD DISTRIBUTION
CENTER, INC.
10260 N.W. 47th Street
Sunrise, FL 33351

5. Mailing address of the Partnership is.

COURTYARD DISTRIBUTION
CENTER, INC.
10260 N.W. 47th Street
Sunrise, FL 33351

FILED
1995 SEP 28 PM 12:06
TALLAHASSEE, FLORIDA

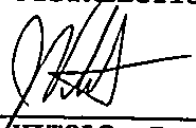
6. Latest date upon which the Partnership will dissolve.

Will be in accordance with Section 620.157
of the Florida Statute, however, no later than
December 31, 2044.

The execution of this Certificate by the undersigned General
Partner constitutes an affirmation under penalties of perjury that
the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned has duly executed this
Certificate of Limited Partnership of COURTYARD DISTRIBUTION CENTER
LIMITED PARTNERSHIP #2, this 11th day September, 1995.

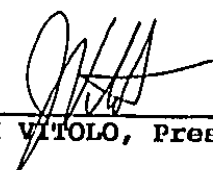
GENERAL PARTNER:
COURTYARD DISTRIBUTION CENTER, INC.

BY: 
JOSEPH VITOLO, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for COURTYARD DISTRIBUTION CENTER LIMITED PARTNERSHIP #2, a Florida limited partnership ("Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership agree to comply with any and all statutes relative to the complete and proper performance of the duties of a registered agent.

REGISTERED AGENT:
COURTYARD DISTRIBUTION CENTER, INC.

BY: 
JOSEPH VITOLO, President

FILED
1995 SEP 28 PM 12:06
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED
1995 SEP 28
FALLS CHURCH, VA
CLERK OF COURT

BEFORE ME, the undersigned authority, personally appeared JOSEPH VITOLO, the President of COURTYARD DISTRIBUTION CENTER INC., the General Partner of COURTYARD DISTRIBUTION CENTER LIMITED PARTNERSHIP #2, a Florida limited partnership, herein referred to as the "Partnership", who, upon being duly sworn, certified as follows:

1. As of the date hereof, the amount of capital contributions to the Partnership made by the Limited Partners is as follows:

\$5,000.00

2. The amount of capital contributions anticipated to be contributed by additional Limited Partners is as follows:

NONE

3. Affiant has executed this Affidavit of Capital Contributions as the duly authorized representative of the General Partner of said Partnership.

FURTHER AFFIANT SAYETH NOT.

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.

DATED this 17th day of September, 1995.



JOSEPH VITOLO

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

SWORN TO AND SUBSCRIBED before me, the undersigned authority,
by JOSEPH VITOLO, President and who appeared personally before
me and took an oath, who is personally known to me or who produced
his _____ as identification,
on this 11th day of September, 1995.

Notary Public, State of Florida
Print Name: Lisa D. Belenson
My Commission Number: CC399213
My Commission Expires: 8/10/98



LISA D. BELENSON
CC399213
8/10/98
NOTARY PUBLIC, STATE OF FLORIDA

FILED
1995 SEP 28 PM 12:06
TALLAHASSEE, FLORIDA