

1201 HAYN STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0311

800-142-8086



A95000001500

ACCOUNT NO. : 072100000012

REFERENCE : 707471 4656A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT -6 PM 2:23

ORDER DATE : October 6, 1995

ORDER TIME : 10:40 AM

ORDER NO. : 707471

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

10000015001
10011295-001122-000
***1837.50 ***1837.50

DOMESTIC FILING

NAME: BETA CAPITAL MANAGEMENT, LTD.

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

J. TAX	
FILING	1750.00
R. AGENT FEE	30.00
C. COPY	5.00
TOTAL	1835.00
N. BANK	
BALANCE DUE	
REFUND	

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS:

BRK
10/6/95

GREENBERG TRAUBIG

SECRET
NOV 10 1994
FBI - ST. LOUIS

Leonard J. Adler	Lucas A. Dougherty	Kenneth C. Hoffman	Alfred J. Mahlman	A. Jeffrey Robinson	Gary Weinfield
Fernando C. Alonso	Constance R. Duff	Larry J. Hoffman	Susantha B. Malloy	Kenneth R. Robinson	Jeffrey Whitman
Cesar E. Alvarez	William B. Eck	Kenneth A. Horky	Fernando Margera	Raquel A. Rodriguez	David J. Wicks
Ediana Arnes	Arthur J. Engelhardt, Jr.	John Harrison Hough	Eric Matern Pringus	Marvin S. Rosen	Bradford J. Wink
Donald H. Anson	Gary M. Epstein	Andrew Hudish	Europe J. Martin	Richard A. Rosenbaum	Howard W. Winkler
David C. Ashburn	Andrew E. Fisher	John B. Hutton	Ydrio A. Martin	Eric D. Rosenberg	Kelly White
Charles M. Auslander	Joey L. Freeland	Eisa Ighonas	Roberto Martinez	Donald M. Rosengarten	William S. Wilson
James L. Bachus	Jeffrey H. Fried	Keith A. James	Polio J. Martinez-Lopez	David I. Ross	Jerrold A. Wish
Fred W. Baggett	Robert F. Friedman	Martin Kall	Joel D. Maser	Stephen D. Sanford	Timothy D. Wolfe
Kenneth E. Barsh	Richard G. Gargen	Steven M. Katzman	Joan J. Mayol, Jr.	Gary A. Sant	Linda G. Wotton
Hilary Bass	Brian K. Gert	David S. Kenn	Craig J. McChung	Elliot H. Scherker	Arthur C. Young
V. Dawn Begley	David J. George	Holly W. Kimmel	Robert B. McDonald	Mark P. Schnapp	Julie A. Zahner
Norman J. Benford	Jeffrey Gallert	Shepard Kong	Teressa J. Moore	Clifford A. Schulman	Robert A. Zinn
Dale S. Bergman	Laurie L. Gilman	Steven J. Kovitz	Janet W. Newman	Frank Scroggs	
Paul Berkowitz	Blair H. Gales Klein	Alan S. Krisher	Maurice B. Ollicker	Handy J. Shaw	
Brigitte Berry	Richard J. Gristo	J. D. Hume Kuestermer	Rebecca H. Orand	Paul J. Shelnitz	
Mark F. Bolan	Lawrence Goldofsky	Christopher L. Kuzner	Bobbie M. Orshelsky	Brian J. Sizer	Of Counsel
Lawrence Jon Bolla	Jack K. Goldiman	Ronald C. Lafae	Adrian Ortega	Lawrence Silverman	Arnold J. Hoffman
Mark D. Bloom	Steven E. Goldiman	Gustavo J. Lamelas	A. Ericson Parde	Marlene K. Silverman	Patricia Mendez Camlin
Reginald L. Boothallier, Jr.	Glen E. Goldstein	Steven A. Landy	Stevan J. Pardo	Holly R. Skolnick	Amelia H. Moss, Jr.
Howard Bergman	Joseph C. Goldstein	Steven B. Lapidus	Rose Parish Ransom	Dorise Mender Smith	Patrick T. O'Brien
Francis B. Bogan, Jr.	Steven S. Goodman	Linda E. Larrea	Michael G. Park	Lori A. Suchin	Allan Salovey
Burt Britton	Matthew B. Gerson	Nancy B. Lash	Marshall B. Papp	Charles E. Stover, Jr.	Paul E. Shapiro
Gabriel Burgos	Dianne Greenberg	Moshe M. Lehrfield	Sylvia S. Pennings	Joel E. Stocker	H. Allan Shure
Bernarda Burstein	Robert L. Grossman	James P. S. Leshaw	Sheldon S. Polish	Douglas R. Thornburg	Marc M. Watson
David B. Chase	Barbara A. Hall	Muri S. Levin	Robert B. Tapp	Robert H. Trauring	John A. S. Williamson
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Ary Choneke	Fred E. Harris, Jr.	Michael P. Levinson	Daniel E. Reed	Merrill A. Ulmer	
Sue M. Cobb	Steven M. Hoffman	Norman H. Lapoff	C. Ryan Reetz	Brian J. Walsh	
C. Deryl Cook	Alberto M. Hernandez	Carlos E. Leumiet	Betty Scott Richard	Keith Wasserstrom	
Miguel A. De Grandy	Jeffrey A. Hirsch	Juan P. Lammert	Douglas J. Rillstone	Fern S. Watts	
Alan T. Diamond		Bruce E. Marchington	Andria Riven	Elise D. Weakley	

Elizabeth C. Galvin
305-789-5449

October 5, 1995

Florida Division of Corporations
LIMITED PARTNERSHIP SECTION
P. O. Box 6327
Tallahassee, Florida 32314

RE: BETA CAPITAL MANAGEMENT, LTD.

Enclosed herewith is one original and two copies of the CERTIFICATE OF LIMITED PARTNERSHIP for the captioned Partnership. Also enclosed is a check in the amount of: \$ 1,837.50 to cover the cost of the filing and one certified copy.

Thank you for your assistance and should anything further be required, please do not hesitate to contact me.

Very truly yours,

CERTIFICATE OF LIMITED PARTNERSHIP
OF
BETA CAPITAL MANAGEMENT, LTD.

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1995), and §620.108 of the Florida Statutes, the undersigned, being all of the General Partners of BETA CAPITAL MANAGEMENT, 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 BETA CAPITAL MANAGEMENT, LTD.
2. The business address and the mailing address of the limited partnership is 6100 San Vincente Street, Coral Gables, FL 33146.
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is:

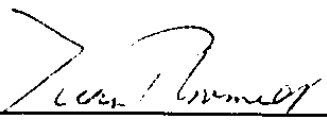
JUAN P. LOUMIET

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

**1221 Brickell Avenue - 24th Floor
Miami, FL 33131**

5. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of BETA CAPITAL MANAGEMENT, LTD., at the place designated in this Certificate of Limited Partnership of BETA CAPITAL MANAGEMENT, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.



JUAN P. LOUMIET, Registered Agent

Dated: October 5, 1995.

6. The name and business address of the general partner is as follows:

BETA CAPITAL MANAGEMENT, INC.
6100 San Vincente Street
Coral Gables, FL 33146

7. The latest date upon which the limited partnership is to dissolve is December 31, 2045.

IN WITNESS WHEREOF, the Sole General Partner has executed the foregoing Certificate of Limited Partnership on the _____ day of October, 1995 in accordance with §620.114 of the Florida Statutes.

BETA CAPITAL MANAGEMENT, INC., a Florida corporation, general partner

BY: Maria E. Healy
MARIA E. HEALY, Vice President

AFFIDAVIT

THE UNDERSIGNED, constituting all of the general partners of BETA CAPITAL MANAGEMENT, LTD., a Florida Limited Partnership, hereby certify as follows:

1. The amount of capital contributions to date of the limited partners is \$ 1,000.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 950,000.00.

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.

BETA CAPITAL MANAGEMENT, INC., a Florida corporation, general partner

BY: Maria E. Healy
MARIA E. HEALY, Vice President

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0071
TAX

Bo 6

A9500000 1500

off



networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 707704 40560

AUTHORIZATION : *Patricia Pzyts* 900001675859

COST LIMIT : \$ 100.00

ORDER DATE : December 29, 1995

ORDER TIME : 12:34 PM

ORDER NO. : 707704

CUSTOMER NO: J6A

CUSTOMER: Sheryl Cohen, Legal Assistant
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

Must Have Today's Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 29 PM 2:59

DOMESTIC FILINGS

NAME: BETA CAPITAL MANAGEMENT, LTD.

XX ARTICLES OF DISSOLUTION

12/29/95

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

12/29/95

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS:

BK

CANCELLATION
OF
CERTIFICATE OF LIMITED PARTNERSHIP
OF
BETA CAPITAL MANAGEMENT LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 29 PM 2:59

Pursuant to the provisions of Section 620.113 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole general partner of BETA CAPITAL MANAGEMENT, LTD., a Florida limited partnership (the "Partnership"), does hereby make, duly execute and file with the Florida Secretary of State this Cancellation of Certificate of Limited Partnership.

1. The name of the limited partnership is BETA CAPITAL MANAGEMENT, LTD.
2. The date of filing of the original Certificate of Limited Partnership was October 6, 1995, Document #A95000001500.
3. This Cancellation of Certificate of Limited Partnership is being filed in order to memorialize the dissolution and the completion of the winding up of the Partnership.
4. The Certificate of Limited Partnership shall be canceled effective as of the date of filing of this Cancellation of Certificate of Limited Partnership.
5. The sole General Partner hereby consents to the cancellation of the Certificate of Limited Partnership of BETA CAPITAL MANAGEMENT, LTD. and hereby requests the Florida Secretary of State to cancel said Certificate from the Public Records.

IN WITNESS WHEREOF, the undersigned, being the sole general partner, has executed this Cancellation of Certificate of Limited Partnership on the 26 day of December, 1995.

BETA CAPITAL MANAGEMENT, INC.,
a Florida corporation, sole
General Partner

By: Maria Castillo
Name: Maria Castillo
Title: Managing Director

By: Maria E. Healy
Name: Maria E. Healy
Title: Managing Director