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1201 HAYS STREET
TALLAHASSEE, FL 32304
904-222-9771

800-342-8086

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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 752452 121767A

AUTHORIZATION :

COST LIMIT : \$ 156.80

Patricia P.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -4 PM 12:32

ORDER DATE : December 4, 1995

ORDER TIME : 10:03 AM

ORDER NO. : 752452

CUSTOMER NO: 121767A

700001652237

CUSTOMER: Martin J. Genauer, Esq
KARP & GENAUER, P.A.

Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

DOMESTIC FILING

NAME: WEDGEWOOD PARTNERS, LTD.

X ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

12/4/95

B/K

**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

WEDGEWOOD PARTNERS, LTD.

FILED STATE
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95 DEC - 6 PM 12:32

The undersigned hereby form a limited partnership under the Florida Revised Uniform Limited Partnership Act, as amended (the 'Act'), and certify as follows:

1. **Name:** The name of the limited partnership is WEDGEWOOD PARTNERS, LTD.
2. **Recordkeeping Office, Principal Place of Business, and Mailing Address:** The limited partnership's recordkeeping office, principal place of business and mailing address is c/o Martin J. Genauer, Esq., Karp & Genauer, P.A., Two Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.
3. **Initial Registered Agent:** The name of the initial registered agent of the limited partnership is Alhambra Registered Agents, Inc.. The street address of the initial registered agent in the State of Florida is Two Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.
4. **Name and Address of General Partner:** The name and address of the general partner of the limited partnership is Lewinvest, Inc., c/o Martin J. Genauer, Esq., Karp & Genauer, P.A., Two Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.
5. **Term:** The term of the limited partnership is until December 31, 2045, 5 p.m. E.S.T., unless such term is extended under applicable law and the limited partnership's limited partnership agreement, or sooner terminated under applicable law and the limited partnership agreement.
6. **Affidavit re: Capital Contribution:** An affidavit declaring the amount of the capital contributions of the limited partners is attached hereto as Exhibit 'A'.
7. **Controlling Agreement:** This certificate summarizes information regarding the partnership required under the Act and is qualified entirely by reference to the complete agreement of the partners embodied in the limited partnership agreement, which includes provisions not summarized in this certificate and is controlling for all purposes.

[SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, the undersigned general partner has executed this Certificate of Limited Partnership as of the 1st day of December 1995.

General Partner:

LEWINVEST, INC.

By: Martin J. Genauer

Martin J. Genauer
Vice President

FILED STATE
SECRETARY OF CORPORATIONS
95 DEC -1, PM 12:32

State of Florida)

) SS:

County of Dade)

BEFORE ME, personally appeared Martin J. Genauer, Esq. to me personally known or who produced _____ as identification, and he did acknowledge to me that he executed the foregoing Articles of Organization of WEDGEWOOD PARTNERS, LTD., a Florida limited partnership, as Vice President of Lewinvest, Inc., its general partner.

WITNESS my hand and official seal this 1st day of December 1995.

Ann H. Lambert

Notary Public, State of Florida

Print Name: Ann H. Lambert

My Commission Expires:

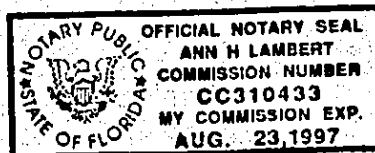


EXHIBIT "A"

AFFIDAVIT RE: CAPITAL CONTRIBUTIONS
OF
WEDGEWOOD PARTNERS, LTD.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 DEC -4 PM 12:30

COMES NOW, Martin J. Genauer, as Vice President of Lewinvest, Inc., a Florida corporation, the general partner of WEDGEWOOD PARTNERS, LTD. (the 'Limited Partnership'), who deposes and states as follows:

1. The initial limited partners of the Limited Partnership are: Nathan Lewin and Martin J. Genauer.
2. The initial capital contribution of the limited partners of the Limited Partnership is \$9,900, \$9,800 of which was contributed by Nathan Lewin and \$100 of which was contributed by Martin J. Genauer.
3. Affiant further sayeth naught.

General Partner:

Lewinvest, Inc.

By:

Martin J. Genauer
Martin J. Genauer, Vice President

State of Florida)

) SS:

County of Dade)

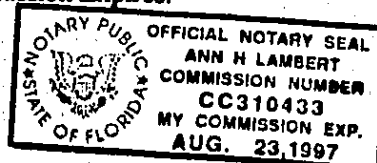
BEFORE ME, personally appeared Martin J. Genauer, to me personally known or who produced _____ as identification, and he did acknowledge to me that he executed the foregoing Affidavit re: Capital Contributions of WEDGEWOOD PARTNERS, LTD., a Florida limited partnership, as Vice President of Lewinvest, Inc., the general partner of WEDGEWOOD PARTNERS, LTD.

WITNESS my hand and official seal this 13th day of December 1995.

Ann H. Lambert
Notary Public, State of Florida

Print Name: Ann H. Lambert

My Commission Expires:



CERTIFICATE OF REGISTERED AGENT

OF

WEDGEWOOD PARTNERS, LTD.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 DEC -1 PM 12:32

Pursuant to Chapter 620.192 of the Florida Statutes, the following is submitted in compliance with the Florida Revised Uniform Limited Partnership Act, as amended ('Act'):

That WEDGEWOOD PARTNERS, LTD., desiring to organize as a limited partnership under the laws of the State of Florida with its principal office, as indicated in the Certificate of Limited Partnership, at the City of Coral Gables, State of Florida, has named ALHAMBRA REGISTERED AGENTS, INC., located at Two Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134 as its agent to accept service of process with this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated limited partnership, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.

Dated this 1st day of December, 1995.

ALHAMBRA REGISTERED AGENTS, INC.

By: Martin J. Genauer
Martin J. Genauer, Vice President

FILE ON OR BEFORE SEPTEMBER 31, 1995 OR INFORMATION
WILL BE SUBJECT TO REVENUE AND SANCTUARY FEE

LIMITED PARTNERSHIP

ANNUAL REPORT

1996

FLORIDA DEPARTMENT OF REVENUE

Division of Corporations

Annual Report

1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -3 PM 12:43

1. Name of Limited Partnership
WEDGEWOOD PARTNERS, LTD.

1a. DOCUMENT #
A9500001862

DO NOT WRITE IN THIS SPACE

2. New Mailing Address, If Applicable

Suite, Apt. #, etc.

City, State & Zip

2a. New Principal Office Address, If Applicable

Suite, Apt. #, etc.

City, State & Zip

Mailing Address

Principal Office Address

**c/o Martin J. Genauer, Esq.
Karp & Genauer, P.A.
2 Alhambra Plaza - Suite 1202
Coral Gables, FL 33134**

SAME

3. Date Formed or Registered to Do Business in
**FLORIDA
12/4/95**

3a. Date of Last Report
N/A

4. State or Country of Formation
Florida

5a. Capital Contributions as Shown
on Record

5b. Amount of Capital Contributions in
FLORIDA to date.
\$9,900

6. FEI Number
Applied For

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED ☐

8. FEES: 1. Filing Fee: Computed at a rate of \$7 per \$1,000 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: \$138.75 (pursuant to section 607.183, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$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

**Alhambra Registered Agents, Inc.
Two Alhambra Plaza - Suite 1202
Coral Gables, Florida 33134**

10. If changed, new Registered Agent/Office

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 620.192, 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. 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 620.192, 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. 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

Lewinvest, Inc.

**c/o Martin J. Genauer
Karp & Genauer, P.A.
2 Alhambra Plaza
Coral Gables, FL 33134**

Coral Gables, FL 33134

P94000014855 (8)

**200001687892
-01/12/96--01025--002
****208.75 ****208.75**

KWM

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)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual 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, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

DATE **December 29, 1995**

Typed or Printed Name of General Partner Signing Form

Martin J. Genauer, Vice President

Telephone Number **305-445-3545**

CR2E003 (6/95)