

A9500002050

STATE OF FLORIDA
TALLAHASSEE
95 DEC 22 1995
904 48793

RECEIVED

95 DEC 22 PM 12:22

DIVISION OF CORPORATION



ACCOUNT NO. : 072100000032
REFERENCE : 780643 9216A
AUTHORIZATION : *Patricia Pyritz*
COST LIMIT : \$ 140.00

FILED
95 DEC 22 AM 9:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : December 22, 1995
ORDER TIME : 10:21 AM
ORDER NO. : 780643
CUSTOMER NO: 9216A

CUSTOMER: Nicholas M. Daniels, Esq
THERREL BAISDEN & MEYER WEISS
Suite 500
1111 Lincoln Road
Miami Beach, FL 33139

800001669098

DOMESTIC FILING

NAME: CARRIER GROUP, LTD.

~~W45000021856~~

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

CC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

12/27/95aw

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RECEIVED

DEC 22 11:11

December 22, 1995

Need file date

File 2nd

DEBBIE SKIPPER
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: CARRIER GROUP, LTD.
Ref. Number: W95000024856

We have received your document for CARRIER GROUP, LTD. and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

Every corporation, limited partnership, general partnership, or trust listed as a general partner of a limited partnership or a managing member or manager of a limited liability company must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6920.

Ava Watson
Corporate Specialist

Letter Number: 395A00055186

RECEIVED
95 DEC 27 AM 9:09
DIVISION OF CORPORATIONS

*GCA NOV-CAR, INC
PAS000097020 FILE:
12/22/95
This was a file 1st, file 2nd.*

**CERTIFICATE OF LIMITED PARTNERSHIP OF
CARRIER GROUP, LTD.**

A9500002050

FILED
95 DEC 22 AM 9:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is Carrier Group, Ltd.
2. The address of the office of the Partnership is 719 Aledo Avenue, Coral Gables, Florida.
3. The name and address of the agent for service of process on the Partnership is NICHOLAS M. DANIELS, ESQ., Therrel Baisden & Meyer Weiss, 1111 Lincoln Road Mall, Suite 500, Miami Beach, Florida 33139.
4. The name and business address of the corporate General Partner is as follows:

GCA NOR-CAR, INC.,
a Florida corporation
719 Aledo Avenue
Coral Gables, Florida

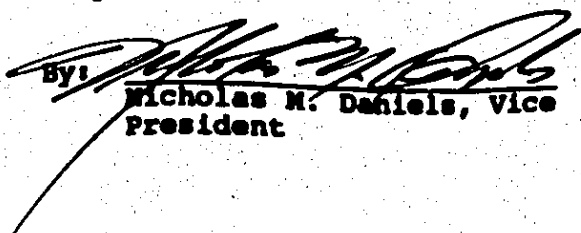
5. The mailing address of the Partnership is: 719 Aledo Avenue, Coral Gables, Florida.
6. The latest date upon which the Partnership shall dissolve is December 31, 2025.
7. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.
8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by (a) Nicholas M. Daniels, as Vice President of GCA Nor-Car, Inc., a Florida corporation, as the General Partner of CARRIER GROUP, LTD. or (b) an authorized corporate officer, of GCA Nor-Car, Inc., a Florida corporation, as General Partner of CARRIER GROUP, LTD.

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:

GCA NOR-CAR, INC., a Florida corporation

By:


Nicholas M. Daniels, Vice President

Dated: December 21 1995

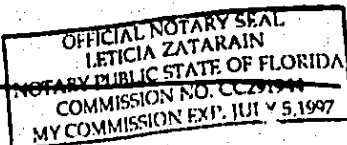
The foregoing instrument was acknowledged before me this 21st day of December, 1995, by Nicholas M. Daniels, as Vice President of GCA Nor-Car, Inc, a Florida corporation, the General Partner of the Partnership, who is personally known to me or ~~has produced~~ as identification.


Notary Public, State of Florida
at Large

Leticia Zatarain

Print/Type or Stamp Notary Name
Commission No. (if any) _____

My Commission Expires:



IND\CORP\CAR-CAP.A77

FILED
95 DEC 22 AM 9:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

FILED
9 DEC 22 AM 9:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Nicholas M. Daniels, as Vice President of GCA Nor-Car, Inc., a Florida corporation, which is the General Partner of CARRIER GROUP, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", 719 Aldeo Avenue, Coral Gables, Florida, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

Nicholas M. Daniels	\$ 990.00
Therrel Baisden & Meyer Weiss	
1111 Lincoln Road Mall, Suite 500	
Miami Beach, Florida 33139	

Total	\$ 990.00

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

Nicholas M. Daniels	\$ -0-
Therrel Baisden & Meyer Weiss	
1111 Lincoln Road Mall, Suite 500	
Miami Beach, Florida 33139	

Total	\$ -0-


FURTHER AFFIANT SAITH NAUGHT.

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.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of CARRIER GROUP, LTD. this 21st day of DECEMBER, 1995.

GENERAL PARTNER

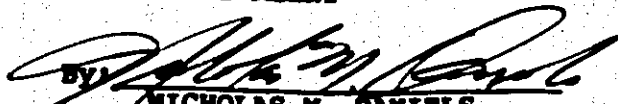
GCA MOR-CAR, INC., a Florida corporation

BY: 
Nicholas M. Daniels, Vice President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for CARRIER GROUP, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree 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: 
NICHOLAS M. DANIELS

MOB\CORP\CAR-CER.LTD

FILED
95 DEC 22 AM 9:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$300 PENALTY FEE**

**LIMITED PARTNERSHIP
ANNUAL REPORT
1996**



FLORIDA DEPARTMENT OF STATE
Sandra Morton
Secretary of State
DIVISION OF CORPORATIONS

1. Name of Limited Partnership

Carrier Group, Ltd.

1a. DOCUMENT #
A95000002050

Mailing Address

719 Aledo Avenue
Coral Gables, FL 33134

Principal Office Address

719 Aledo Avenue
Coral Gables, FL 33134

If above addresses are incorrect in any way line through the incorrect information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in
FLORIDA
12/22/95

3a. Date of Last Report

n/a

4. State or Country of Formation

Florida

5a. Capital Contributions as Shown
on Record

990.00

5b. Amount of Capital Contributions in
FLORIDA to date

990.00

6. FEI Number

Applied For

Not Applicable

7. CERTIFICATE 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 607.193, 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

Nicholas M. Daniels, Esquire
Therrel Baisden & Meyer Weiss
1111 Lincoln Road Mall, Suite 500
Miami Beach, FL 33139

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)

GCA Nor-Car, Inc.

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

719 Aledo Avenue

11b. City, State & Zip Code

Coral Gables, FL 33134

11c. Registration/
Document Number

P95000097020

100001684671
-01/10/96--01091--004
****200.00 ****200.00

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 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

Nicholas M. Daniels

DATE

12/29/95

Typed or Printed Name of General Partner Signing Form

Nicholas M. Daniels, VP

Telephone Number

305-672-1121

DO NOT WRITE IN THIS SPACE
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 96 JAN -3 PM 4:08

CR2E003 (6/95)

A 95000002050

THERREL BAISDEN & MEYER WEISS

ATTORNEYS AT LAW
1111 LINCOLN ROAD MALL
SUITE 500

MIAMI BEACH, FLORIDA 33109-2491
TELEPHONE (305) 672-1921
TELECOPIER (305) 674-0807

FRED R. BAISDEN (1903-1971)
BARON DE HIRSCH MEYER (1899-1974)
CATCHINGS THERREL (1890-1971)
MILTON WEISS (1913-1980)

OF COUNSEL
BRUCE E. LAZAR

L. JULES ARKIN
NICHOLAS M. DANIELS
DAVID DARLOW
JONATHAN FEUERMAN
PETER M. LOPEZ
ELLEN ROSE
LEO ROSE, JR.
FRED R. STANTON
RICHARD A. WOOD

March 7, 1996

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

900001740639
-03/13/96--01008--002
***1802.50 ***1802.50

Secretary of State
Division of Corporations
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

Re: CARRIER GROUP, LTD., a Florida limited partnership
Document No. A95000002050
Filing Date: December 22, 1995
Our File No. 950362

FILED
95 MAR 12 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed herewith are and original and a copy of the Supplemental Affidavit of Capital Contributions documents for the captioned Limited Partnership. We enclose our check in the amount of \$1,802.50 to cover the following costs:

Filing Fee for Limited Partnership	\$ 1,750.00
Certified Copy under Seal	<u>52.50</u>
Total	\$ 1,802.50

Please return a certified copy with your recording date acknowledging the filing of the Amended and Restated Affidavit to the undersigned. A self-addressed stamped envelope has been provided for your convenience.

With kindest regards,

CM

Very truly yours,

THERREL BAISDEN & MEYER WEISS

FLING 50501750.00
 R. AGENT _____
 C. COPY 50.50
 TOTAL 1802.50
 N. BANK _____
 BALANCE DUE _____
 REFUND _____

By: Nicholas M. Daniels
Nicholas M. Daniels

NMJ/lc
Encl.
Corp/car-aff. ltr

STATE OF FLORIDA)

COUNTY OF DADE)

SS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAR 12 PM 3:41

FILED

**SUPPLEMENTAL
AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

Carrier Group, Ltd.

BEFORE ME, the undersigned authority, personally appeared Gregory Ross Carrier, as Vice President of GCA NOR-CAR, INC., a Florida corporation, which is the General Partner of CARRIER GROUP, LTD., a Florida limited partnership, filed December 22, 1995 (Document No. A9500002050) with the Florida Secretary of State, hereinafter referred to as the "Partnership", 719 Aledo Avenue, Coral Gables, Florida, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

Norma Carrier 719 Aledo Avenue Coral Gables, Florida 33134	\$3,384,832
Raymond A. Ross, Jr., as Trustee of the Marital Trust u/w of Hugh M. Carrier dated November 7, 1994 P.O. Box 700128 Miami, Florida 33190	\$ 764,009
Christopher Hugh Carrier 900 University Drive Coral Gables, Florida 33134	\$ 75,396
Gregory Ross Carrier 615 San Lorenzo Coral Gables, Florida 33146	\$ 75,396
Amy Victoria Carrier 4833 South 27th Road Arlington, Virginia 22206	\$ 75,396
Total	<u>\$4,375,029</u>

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

Norma Carrier
719 Aledo Avenue
Coral Gables, Florida 33134

\$ -0-

Raymond A. Ross, Jr., as Trustee
of the Marital Trust u/w of Hugh
M. Carrier dated November 7, 1994
P.O. Box 700128
Miami, Florida 33170

\$ -0-

Christopher Hugh Carrier
900 University Drive
Coral Gables, Florida 33134

\$ -0-

Gregory Ross Carrier
615 San Lorenzo
Coral Gables, Florida 33146

\$ -0-

Amy Victoria Carrier
4833 South 27th Road
Arlington, Virginia 22206

\$ -0-

Total

\$ -0-

FILED
96 MAR 12 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FURTHER AFFIANT SAITH 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

GCA MOR-CAR, INC., a Florida corporation

By: *Gregory Ross Carrier*
Gregory Ross Carrier
President

Dated: Feb. 13, 1996

The foregoing instrument was acknowledged before me this 13 day of FEBRUARY, 1996, by Gregory Ross Carrier, as Vice President of GCA MOR-CAR, INC., a Florida corporation, the General Partner of the Partnership, who is personally known to me or has produced identification.

Nicholas M. Daniels
Notary Public, State of Florida
at Large

NICHOLAS M. DANIELS
Print/Type or Stamp Notary Name
Commission No. (if any) _____

My Commission Expires:

NICHOLAS M. DANIELS
MY COMMISSION # CC 98884
EXPIRES: February 6, 1998
DSD/Corp/CAR-Sup. & P. for THE TRUSTY Palm Beach

FILED
5 MAR 1996 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA