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**TELEBK96** FLORIDA DIVISION OF CORPORATIONS ELECTRONIC FILING COVER  
 4:51 PM PUBLIC ACCESS SYSTEM (((H96000000149))) FROM: FILING, INC. DEPARTMENT OF  
**SHEET TO: DIVISION OF CORPORATIONS** STATE 3732 NW 16TH ST STATE OF FLORIDA 409 EAST GAINES STREET  
 FT LAUDERDALE FL 33311- TALLAHASSEE, FL 32399 CONTACT: TERESA ROMAN  
 FAX: (904) 922-4000 PHONE: (904) 385-6735 FAX: (904) 385-6761  
 (((H96000000149))) DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP NAME:  
 3100 PONCE, LTD. FAX AUDIT NUMBER: H96000000149 CURRENT STATUS:  
 REQUESTED DATE REQUESTED: 01/03/1996 TIME REQUESTED: 16:50:59  
 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0 NUMBER OF PAGES: 5  
 METHOD OF DELIVERY: MAIL ESTIMATED CHARGE: \$1,785.00 ACCOUNT  
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**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**3100 PONCE, LTD.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*The undersigned, acting as organizer of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, hereby adopts the following certificate for such Limited Partnership:*

1. *The name of the Limited Partnership is:*

**3100 PONCE, LTD.**

2. (a) *The address of the office of the Partnership which place the records shall be maintained is:*

**2222 Ponce de Leon Boulevard  
Penthouse  
Coral Gables, Florida 33134**

(b) *The name and address of the Partnership's agent for service of process is:*

**F. W. Mort Guilford  
2222 Ponce de Leon Boulevard  
Penthouse Suite  
Coral Gables, Florida 33134**

3. *The name and address of the General Partner is:*

**G.U.F.I. Corporation - P9400 0015729  
2222 Ponce de Leon Boulevard  
Penthouse  
Coral Gables, Florida 33134**

4. *The mailing address for the Limited Partnership is:*

**2222 Ponce de Leon Boulevard  
Penthouse II  
Coral Gables, Florida 33134**

Guilford & Associates, P.A. Attorney At Law, 2222 Ponce De Leon, Blvd.  
Coral Gables, Florida 33134-305-446-8411-Bar #86687

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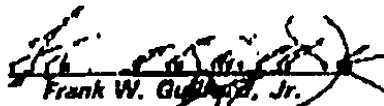
5. The term of the Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida and shall continue until December, 2050, unless sooner terminated as provided in the Articles of Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned General Partner has hereto executed this Certificate as of the \_\_\_\_ day of December, 1995.

GENERAL PARTNER:

**G.I.F.I. CORPORATION**  
a Florida corporation

(CORPORATE SEAL)

n.   
Frank W. Guilford, Jr.  
President

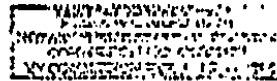
STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of December, 1995, by Frank W. Guilford, Jr., as President of G.I.F.I. Corporation a limited corporation, an officer of the corporation, and who is personally known to me or the undersigned \_\_\_\_\_ as the individual and did/did not take an oath.

  
Notary Public, State of Florida

Print Name: FRANK W. GUILFORD, JR.

My Commission expires:



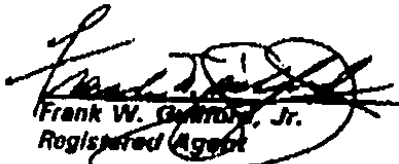
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*Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate of Limited Partnership, I hereby act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.*

  
Frank W. Guilford, Jr.  
Registered Agent

Dated: December 29, 1995.

This instrument was prepared by:

F.W. ZEKE GUILFORD  
Guilford & Associates, P.A.  
2222 Ponce de Leon Blvd. PH  
Coral Gables, Florida 33134  
(305) 446-8411  
Fla. Bar No. 866687

GUILFORD & ASSOCIATES, P.A. ATTORNEYS AT LAW, 2222 PONCE DE LEON BLVD., CORAL GABLES, FL 33134 - (305) 446-8411

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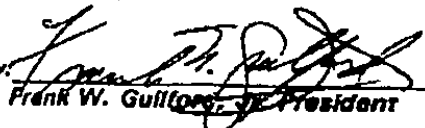
**AFFIDAVIT**

**STATE OF FLORIDA)**  
**) ss:**  
**COUNTY OF DADE )**

*BEFORE ME, a Notary Public, personally appeared, FRANK W. GUILFORD, JR., as President of G.U.F.I. CORPORATION (the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:*

- 1. Affiant is the duly appointed President of G.U.F.I. CORPORATION, a Florida corporation (the "Corporation").*
- 2. The Corporation is the General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act under the name G.U.F.I. CORPORATION.*
- 3. The capital contribution of the initial limited partners is Four Million Five Hundred Thousand and No/100 (\$4,500,000.00) Dollars.*
- 4. The amount contributed & anticipated by the limited partners is Four Million Five Hundred Thousand and No/100 (\$4,500,000.00) Dollars.*
- 5. The Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this Affidavit and understands its contents.*

**FURTHER AFFIANT SAYETH NAUGHT.**

**G.U.F.I. CORPORATION,**  
*a Florida Corporation*  
By:   
**Frank W. Guilford, Jr. President**

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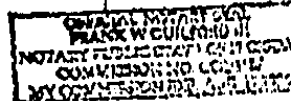
STATE OF FLORIDA )  
 ) SS:  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of December, 1995, by Frank W. Guilford, Jr., as President of G.U.F.I. CORPORATION, a Florida corporation, on behalf of the corporation, and who is personally known to me or has produced \_\_\_\_\_ as identification and did/did not take an oath.

*Frank W. Guilford, Jr.*  
Notary Public, State of Florida

Print Name: FRANK W. GUILFORD, JR.

My Commission expires:



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