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THEODORE J. KLEIN  
ATTORNEY AT LAW  
VENTURE CENTRE  
16888 N.E. 2ND AVENUE, SUITE 301  
NORTH MIAMI BEACH, FLORIDA 33162

FAX (305) 883.3880

FILED  
96 JAN 19 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
PHONE (305) 7701370

January 18, 1996

Via FedEx

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

4000016883464  
-01/19/96--01082--DL1  
\*\*\*\*517.65 \*\*\*\*172.55

RE: 633 Partners, Ltd.  
1688 Partners, Ltd.  
9201 Partners, Ltd.

Dear Division of Corporations:

Enclosed please find original and one copy of the Certificate of Limited Partnership for each of the above three referenced Florida limited partnership. I have also enclosed a check in the amount of \$517.65 to be applied as follows:

As to 633 Partners, Ltd.:

Filing fee (\$12,150 x .007)	\$ 85.05
Registered agent fee	35.00
Certified copy fee	52.50

\$ 172.55

As to 1688 Partners, Ltd.:

Filing fee (\$12,150 x .007)	\$ 85.05
Registered agent fee	35.00
Certified copy fee	52.50

FILING 85.05

R.AGENT 35.00

COPY 52.50

TOTAL 172.55

N.BANK

BALANCE DUE

REFUND

172.55

As to 9201 Partners, Ltd.:

Filing fee (\$12,150 x .007)	\$ 85.05
Registered agent fee	35.00
Certified copy fee	52.50

Total payment enclosed

\$517.65

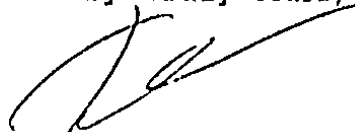
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When the Certificates have been filed, please forward certified copies to the undersigned at the address indicated above.

Florida Department of State  
January 18, 1996  
Page 2

Thank you in advance for your cooperation in this matter.

Very Truly Yours,



Theodore J. Klein,  
Attorney at Law

Enclosure  
cc:enc: Josh Bennett, Esq.  
daily\0118.d

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
633 PARTNERS, LTD.

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes, hereby certify and swear in this Certificate of Limited Partnership to the following:

1. The name of the Partnership is:  
633 PARTNERS, LTD.
2. The name and address of the Registered Agent for service of process of the Partnership is:  
Theodore J. Klein, Esq.  
16855 N.E. 2 Avenue  
Suite 301  
North Miami Beach, Florida 33160
3. The name and business address of the general partner is:  
Baye Contracting, Inc.  
1111 Lincoln Road  
Suite 800  
Miami Beach, Florida 33139
4. The mailing and principal address of the Partnership is:  
1111 Lincoln Road  
Suite 800  
Miami Beach, Florida 33139
5. The latest date upon which the Partnership is to dissolve is December 31, 2012.

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited Partnership to be executed at Miami, Florida, this 17 day of January, 1996.

Baye Contracting, Inc.,  
a Florida corporation as  
the general partner

By: \_\_\_\_\_

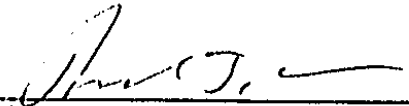
Yves Langlois,  
President

96 JAN 19 PM 12:30  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment as registered agent for 633 Partners, Ltd., a Florida limited partnership, and accepts all obligations imposed on him as such under Florida law.

Executed this 17 day of January, 1996.

  
Theodore J. Klein, Esq.  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AFFIDAVIT

STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE       )     SS

The undersigned General Partner of 633 Partners, Ltd. (the "Partnership"), being duly sworn, deposes and says:

The total capital contributions of the limited partners of the Partnership through this date are \$ none and the anticipated future capital contributions of the limited partners to the Partnership are \$ 12,150.00.

GENERAL PARTNER:

Baye Contracting, Inc.,  
a Florida corporation

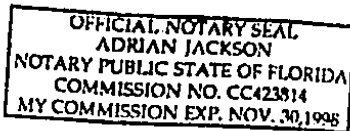
By:

[Signature]  
Yves Langlois,  
President

FILED  
96 JAN 19 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE       )     SS

The foregoing instrument was signed before me this 17 day of January, 1996, by Yves Langlois as the president of Baye Contracting, Inc., the General Partner of 633 Partners, Ltd. He is personally known to me or has produced \_\_\_\_\_ as identification and who did take an oath.



[Signature: Adrian Jackson]  
Name: Adrian Jackson  
Commission No.: CC423814  
Notary Public  
State of Florida at Large

My commission expires:

ptrshp\633.clp

A 96000000 152

11/14/96 CORPORATE DETAIL RECORD SCREEN 10:18 AM  
NUM: A96000000152 ST:FL ACTIVE/FL LP FLD: 01/19/1996  
ACT CONT: 12,150.00  
NAME : 633 PARTNERS, LTD.  
PRINCIPAL: 1111 LINCOLN ROAD  
ADDRESS SUITE 800  
MIAMI BEACH, FL 33139  
RA NAME : KLEIN, THEODORE J ESQ.  
RA ADDR : 16855 N.E. 2 AVENUE  
SUITE 301  
NORTH MIAMI BEACH, FL 33160 US  
ANN REP : \* NONE FILED \*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 NOV 13 AM 9:28

1. MENU, 3. PARTNERS

ENTER SELECTION AND CR:

700002012767--9  
-11/22/96--01088--003  
\*\*\*\*\*96.03 \*\*\*\*\*93.03

Name	
Availability	
Payment	
Partner	BOC
	BOC
	BOC
	BOC
No. to be sent	BOC
P. Ver. ver	BOC

increasing contribution  
to \$25,868.00

C. TAX  
FILED 9603  
R. AGENT FEE  
C. STATE  
TOL  
N. BANK  
BALANCE DUE  
REFUND

633 Partners, Ltd.  
1111 Lincoln Road  
Suite 800  
Miami Beach, FL 33139

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS**  
**FOR A FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting all of the general partners of 633 Partners, Ltd., a Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112, Florida Statutes.

The total amount of the capital contributions of the limited partners is \$25,868.00.

This 15 day of October, 1996.

**FURTHER AFFIANT SAYETH NOT.**

Under penalties of perjury we declare that we have read the foregoing and that the facts are true, to the best of our knowledge and belief.

General Partners

BAYE CONTRACTING, INC.,  
a Florida corporation

By: X

YVES LANGLOIS, President

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 NOV 13 AM 9:28