

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
94-222-0391 FAX

800-342-8086

A96000000224



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SECRETARY OF STATE'S
DIVISION OF CORPORATIONS
95 JAN 31 PM 2:03

ACCOUNT NO. : 072100000032
REFERENCE : 026376 4815732
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : January 31, 1996

ORDER TIME : 10:43 AM

ORDER NO. : 026376

CUSTOMER NO: 4815732

CUSTOMER: Kolleen O. p. Cobb, Esq
HUGHES HUBBARD & REED

Ste 2500, Miami Center Bldg.
201 South Biscayne Boulevard
Miami, FL 33131

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96 JAN 31 PM 1:18
DIVISION OF CORPORATIONS

500001705884
02705795-01018-005
***140.00 ***140.00

DOMESTIC FILING

NAME: CODINA/TRADEWIND NO. 3, LTD.

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: LYDIA LOTT

EXAMINER'S INITIALS:

G. TAX _____
FILING _____
R. AGENT FEE 25.00
C. COPY 26.50
TOTAL 41.50
N. BANK _____
BALANCE DUE _____
REFUND _____

for 1/31/96

ONE BATTERY PARK PLAZA
NEW YORK, NY 10004-1488
212-837-8000

47, AVENUE GEORGES MANDEL
7816 PARIS, FRANCE
133111 44-08-80 00

Hughes Hubbard & Reed
Miami Center
201 South Biscayne Boulevard
Miami, Florida 33131-4332

TELEPHONE: 305-355-1000
FACSIMILE: 305-371-0780

January 29, 1996

1300 I STREET, N.W.
WASHINGTON, D.C. 20005-3305
202-408-3600

280 SOUTH UNION AVENUE
LOS ANGELES, CA 90011-3442
213-200-1300

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FEDERAL EXPRESS

Records Bureau
Division of Corporations
409 East Gaines Street
P.O. Box 6327
Tallahassee, Florida 32301

Re: Codina/Tradewind No. 3, Ltd.

Dear Sirs:

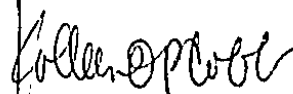
Enclosed is an original and a copy of the Certificate of Limited Partnership of Codina/Tradewind No. 3, Ltd. of the above referenced limited partnership for filing by the Department of State. Also enclosed is a check for \$140.00 as payment for the following:

- | | | |
|----|----------------------------|--------------|
| 1. | Filing fee | \$ 52.50 |
| 2. | Registered agent fee | 5.00 |
| 3. | Certified copy of articles | <u>52.50</u> |
| | | \$140.00 |

Please return a certified copy of the Certificate of Limited Partnership to me as soon as it has been filed.

Thank you for your assistance in this matter.

Very truly yours,


Kolleen O. P. Cobb

Enclosure

CERTIFICATE OF LIMITED PARTNERSHIP

OF

CODINA/TRADEWIND NO. 3, LTD.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 JAN 31 10 20 AM '03

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (Florida Statutes Section 620.101, et seq.), hereby states the following:

1. The name of the limited partnership is Codina/Tradewind No. 3, Ltd.

2. The purpose of the Partnership is to conduct a real estate business and more particularly, the holding, improving, developing, operating, purchasing and selling of real property, but the limited partnership is also authorized to conduct any other lawful business.

3. The location of the Partnership's principal place of business required to be maintained by the Partnership pursuant to Section 620.105 of the Florida Statutes is Two Alhambra Plaza, Penthouse 2, Coral Gables, Florida 33134, and the name of the registered agent of this Partnership at that address is Henry Befeler.

4. The name and business address of the sole general partner is Codina West Dade Development Corp. No. 3, a Florida corporation, Two Alhambra Plaza, Penthouse 2, Coral Gables, Florida 33134.

5. The mailing address of the Partnership is Two Alhambra Plaza, Penthouse 2, Coral Gables, Florida 33134.

6. Except as required by law, the limited partners of the Partnership shall have no personal liability for the obligations of the Partnership.

7. The latest date for the Partnership to be dissolved is December 31, 2050, unless sooner dissolved and terminated as provided in the Partnership's Agreement of Limited Partnership or by law.

8. This Certificate of Limited Partnership is made in accordance with Section 620.108 of the Florida Statutes.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole general partner of Codina/Tradewind No. 3, Ltd. on this _

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DIVISION OF CORPORATIONS
65 JAN 31 PM 2:03

day of January, 1996.

GENERAL PARTNER

CODINA WEST DADE DEVELOPMENT
CORP. NO. 3, a Florida corporation

By: *Armando Codina*
Armando Codina, President

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Armando Codina, as President of Codina West Dade Development Corp. No. 3, a Florida corporation, and the person described in and who executed the foregoing instrument, and who being first duly sworn, acknowledged before me that he subscribed to the same for the purposes therein set forth. He is personally known to me.

Witness my hand and seal in the County and State named above this 30 day of January, 1996.

Lourdes Reyes
Notary Public, State of Florida

My Commission Expires:
OFFICIAL NOTARY SEAL
LOURDES REYES
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC331556
MY COMMISSION EXP. NOV. 6, 1997

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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Before me, the undersigned officer, personally appeared Armando Codina, President of Codina West Dade Development Corp. No. 3, a Florida corporation, as general partner of Codina/Tradewind No. 3, Ltd. (the "Partnership"), and who, being duly sworn, certifies that the amount of capital contributions to date is \$100 and it is anticipated that the total amount of capital contributed or to be contributed to the Partnership by the limited partners is \$7,500.

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

GENERAL PARTNER:

**CODINA WEST DADE DEVELOPMENT
CORP. NO. 3, a Florida corporation**

By: *Armando Codina*
Armando Codina, President

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Armando Codina, as President of Codina West Dade Development Corp. No. 3, a Florida corporation, and the person described in and who executed the foregoing instrument, and who being first duly sworn, acknowledged before me that he subscribed to the same for the purposes therein set forth. He is personally known to me.

Witness my hand and seal in the County and State named above this 30 day of January, 1996.

Shirley
Notary Public, State of Florida

My Commission Expires:

M1960260.043

OFFICIAL NOTARY SEAL
OURDES REYES
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC31556
MY COMMISSION EXP. NOV. 6, 1997

ACCEPTANCE OF REGISTERED AGENT

Having been named as the registered agent to accept service of process for CODINA/TRADEWIND NO. 3, LTD., a Florida limited partnership, at the place designated in the Certificate of Limited Partnership. I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

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SECRETARY OF CORPORATIONS
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HENRY BEFELER