

A96000000540

IVAN A. GOMEZ, P.A.

COURVOISIER CENTRE II
601 BRICKELL KEY DRIVE • SUITE 507
MIAMI, FLORIDA 33131-2023
(305) 371-9213
TELECOMPER (305) 358-4650

IVAN A. GOMEZ
BOARD CERTIFIED TAX ATTORNEY

March 18, 1996

AIRBORNE EXPRESS # 5845914970

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32301

Re: S & A Real Estate Holdings, Ltd.

900001752773
-03/21/96--01064--006
***1837.50 ***1837.50

Dear Sir/Madam:

We are enclosing herewith an original and one copy of the Certificate of Limited Partnership and Affidavit of Capital Contribution for the above-referenced Partnership. In addition, a check in the sum of \$1,837.50 is enclosed for the following fees:

Certificate of Limited Partnership	\$1,750.00
Filing fee	\$ 35.00
Certified Copy	\$ 52.50

Please file the original of the enclosed Certificate of Limited Partnership and return a certified copy to the attention of the undersigned.

In order to expedite the delivery of this certified copy to me, we have enclosed a Airborne Express return envelope.

Your prompt attention to this matter is appreciated.

Very Truly Yours,


Ivan A. Gomez

IAG/lc
S&A.hld\Filing.L
Encls.

cc: Mr. George A. Samour
Mr. Joe Atick
Mr. Anton Samour
Andres Triay, Jr., C.P.A.

96 MAR 19 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CC
3/20/96

CERTIFICATE OF LIMITED PARTNERSHIP OF
S & A REAL ESTATE HOLDINGS, LTD.
a Florida Limited Partnership

A96 000000540

RECEIVED
MAR 19 PM 2:16
TALLAHASSEE
STATE

The undersigned general partner deciding to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law, as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the partnership is S & A REAL ESTATE HOLDINGS, LTD. ("Partnership").
2. The business address of the office of the Partnership is 1800 N.W. 94th Avenue, Miami, Florida 33172.
3. The name and address of the agent for service of process on the Partnership is Ivan A. Gomez, P.A., 601 Brickell Key Drive, Suite 507, Miami, Florida 33131.
4. The names and business address of the general partner are as follows:

Name

Address

JAG REAL ESTATE, Inc

1800 N.W. 94th Avenue
Miami, Florida 33172

5. Mailing address of the Partnership is c/o Ivan A. Gomez, P.A.,
601 Brickell Key Drive, Suite 507, Miami, Florida 33131.
6. The latest date upon which the Partnership shall be
dissolved is December 31, 2030.

Under penalties of perjury, I declare that I have read the
foregoing and know the contents thereof and that the facts stated
herein are true and correct.

Signed on this 8 day of March, 1996.

GENERAL PARTNER:

JAG REAL ESTATE, INC.

By: [Signature]

Title: Partner

FILE
66 MAR 19 PM 2:16
RECEIVED
MILWAUKEE, WISCONSIN

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

Having been named as Registered Agent for S & A REAL ESTATE HOLDINGS, LTD., a Florida limited partnership ("Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept Service of Process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.

REGISTERED AGENT

IVAN A. GOMEZ, P.A.

Date: 3/18/96

By: 
Ivan A. Gomez, President

661-1100
56 MAR 19 PM 2:16
RECEIVED
1996

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP

APR 19 PM 2:16
CLERK OF COURT
JACKSONVILLE
FLORIDA

The undersigned constituting an officer of JAG REAL ESTATE, INC., the sole general partner of S & A REAL ESTATE HOLDINGS, LTD., a Florida limited partnership ("Partnership"), certifies as follows:

1. The amount of capital contributions to the partnership made by each partner are set forth as follows:

JAG REAL ESTATE, INC.	\$ <u>1000</u>
GEORGE A. SAMOUR	\$ <u>10</u>
JOE ATICK	\$ <u>10</u>
ANTON SAMOUR	\$ <u>10</u>

2. The amount of additional capital contributions anticipated to be contributed by each limited partner are as follows:

	<u>Property</u>	<u>Fair Market Value</u>
GEORGE A. SAMOUR	1/3 individual interest in certain real property at 1800 N.W. 94th Avenue, Miami, Florida 33172 and 1792 N.W. 94 Avenue, Miami, Florida 33172	\$ <u> </u>
JOE ATICK	1/3 individual interest in certain real property at 1800 N.W. 94th Avenue, Miami, Florida 33172 and 1792 N.W. 94 Avenue, Miami, Florida 33172	\$ <u> </u>

ANTON SAMOUR

1/3 individual interest
in certain real property
at 1800 N.W. 94th Avenue,
Miami, Florida 33172 and
1792 N.W. 94 Avenue, Miami,
Florida 33172

\$ _____

Total Anticipated Contribution

\$ in excess of \$1,000,000

FURTHER AFFIANT SAITH NAUGHT.

Under penalties of perjury, I declare that I have read the
foregoing and know the content thereof and that the facts stated
herein are true, and correct.

GENERAL PARTNER:

JAG REAL ESTATE, INC.

Dated: 3-8-96

By: 

Title: Samour

96 MAR 19 PM 2:16
FILE
STATE
FLORIDA