

# A96000000748

APR 18 1996 10:11 AM RUBIN BAUM &amp; LEVIN

TEL 305-374-7593

P 001

(((H96000005466))) ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN &  
DEPARTMENT OF STATE 200 S BISCAYNE BLVD  
STATE OF FLORIDA 2500 SE FINANCIAL CENTER  
409 EAST GAINES STREET MIAMI FL 33131-2336  
TALLAHASSEE, FL 32399 CONTACT: KENDALL SPARKMAN  
FAX: (904) 922-4000 PHONE: (305) 374-7580  
FAX: (305) 350-2446

(((H96000005466))) DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP  
NAME: DEERWOOD REALTY PARTNERS, LTD.  
FAX AUDIT NUMBER: H96000005466 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 04/18/1996 TIME REQUESTED: 10:22:20  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 1  
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$621.25 ACCOUNT NUMBER: 075350000132

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SIGNED

Fax Audit No. H96-5466

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CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
DEERWOOD REALTY PARTNERS, LTD.

96 APR 18 PM 11:11

SUNSHINE STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is DEERWOOD REALTY PARTNERS, LTD., a Florida limited partnership (the "Limited Partnership").

2. The address of the registered office of the Limited Partnership is:

3715 N.E. 214th Terrace  
Aventura, Florida 33180.

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, is:

Deerwood Realty Partners, Inc.  
3715 N.E. 214th Terrace  
Aventura, Florida 33180.

4. The name and business address of the sole general partner of the Limited Partnership is:

Deerwood Realty Partners, Inc. - 0940000 31922  
3715 N.E. 214th Terrace  
Aventura, Florida 33180.

5. The mailing address for the Limited Partnership is:

3715 N.E. 214th Terrace  
Aventura, Florida 33180.

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2050.

The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

*This instrument prepared by:*

Marc J. Stone, Esquire  
Florida Bar No. 724820  
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN  
2500 First Union Financial Center  
Miami, Florida 33131-2338  
Telephone: 305-374-7580

Fax Audit No. H96- 5466

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the sole general partner of the Limited Partnership as of the 16th day of April, 1996.

DEERWOOD REALTY PARTNERS, INC., a  
Florida corporation

By:   
Mark J. Gordon, President

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, as President and on behalf of DEERWOOD REALTY PARTNERS, INC., a Florida corporation (the "Corporation"), which has been designated as registered agent for Deerwood Realty Partners, Ltd., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that the Corporation will accept service of process for and on behalf of the Limited Partnership and that the Corporation will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated as of: April 16, 1996.

DEERWOOD REALTY PARTNERS, INC., a Florida  
corporation

By:   
Mark J. Gordon, President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF DADE                    )

BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgements in and for the State and County aforesaid, personally appeared Mark J. Gordon, as President of DEERWOOD REALTY PARTNERS, INC., a Florida corporation (the "Corporation"), which Corporation is the sole general partner of DEERWOOD REALTY PARTNERS, LTD., a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows on behalf of the Corporation:

1. Affiant is the President and duly authorized to act on behalf of the Corporation, which is the sole general partner of the Limited Partnership.

2. As of the date hereof, the limited partners of the Limited Partnership have actually contributed to the Limited Partnership an aggregate of \$1.00 of the total amount of \$75,000.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.

3. 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 has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

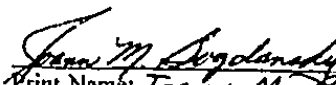
FURTHER AFFIANT SAYS NAUGHT.

  
Mark J. Gordon

THE FOREGOING INSTRUMENT was sworn to and subscribed before me this 16th day of April, 1996, by Mark J. Gordon, as President of DEERWOOD REALTY PARTNERS, INC., a Florida corporation, on behalf of such corporation. Such individual is personally known to me or has produced a driver's license as identification.

My Commission Expires: 10/16/96

[NOTARIAL SEAL]

  
Print Name: JOANN M. BOGDANSKY  
NOTARY PUBLIC, State of Florida  
Serial No., if any: \_\_\_\_\_

