

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-0086

A96000001021



PREMIER
TELEPHONE SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 970304 121767A

AUTHORIZATION :

COST LIMIT : \$ ppd

ORDER DATE : May 30, 1996

ORDER TIME : 11:53 AM

ORDER NO. : 970304

CUSTOMER NO: 121767A

CUSTOMER: Martin J. Genauer, Esq. TAX
KARP & GENAUER, P.A. FILING 1,750.00
Suite 1202 R. AGENT FEE 35.00
2 Alhambra Plaza C. COPY 52.50
Coral Gables, FL 33134 TOTAL \$1,837.50

B. BANK
BALANCE DUE

DOMESTIC FILING REFUND

NAME: INTER-AMERICAN REAL ESTATE,
LTD.

EFFECTIVE DATE:

☐ 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: GLS

EXAMINER'S INITIALS: BK

RECEIVED
DIVISION OF STATE
CORPORATIONS
96 MAY 30 PM 3:05

RECEIVED
DIVISION OF CORPORATION
96 MAY 30 PM 1:12

CERTIFICATE OF LIMITED PARTNERSHIP

OF

INTER-AMERICAN REAL ESTATE, LTD.

RECEIVED
DIVISION OF REVENUE
JAN 30 PM 3:05

This Certificate of Limited Partnership of Inter-American Real Estate, Ltd. (the "Limited Partnership") is being executed by the undersigned for the purpose of forming a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act.

1. Name: The name of the limited partnership is INTER-AMERICAN REAL ESTATE, LTD.
2. Name and Address of Registered Agent: The address of the registered office of the Limited Partnership in Florida is 1201 Hays Street, Tallahassee, Florida 32301. The Limited Partnership's registered agent at that address is Corporation Service Company.
3. Name and Address of Initial General Partner: The name and address of the initial general partner of the Limited Partnership is:

NAME

ADDRESS

F9600000486
Inter-American Technologies, Co.,
a Delaware corporation

3690 N.W. 62nd Street,
Miami, Florida 33147

The Limited Partnership's mailing address shall be 3690 N.W. 62nd Street, Miami, Florida.

4. Restriction on Transfers: Interests in the Limited Partnership may not be sold, assigned, transferred, hypothecated, encumbered or otherwise disposed of prior to the dissolution and termination of the Limited Partnership without the express written consent of all of the then partners of the Limited Partnership. Any attempted or purported transfer in violation of this restriction shall be void and of no force or effect.
5. Dissolution: The Limited Partnership shall dissolve and terminate upon the death or disability of any partner which is an individual, upon the dissolution of any partner which is a legal entity, and upon the

bankruptcy, insolvency or withdrawal of any partner; or provided, however, that the Limited Partnership may be continued if there are two or more remaining partners and such remaining partners unanimously agree to continue the business of the Limited Partnership.

6. Term: The term of the limited partnership is until December 31, 2034, 5 p.m. E.S.T., unless such term is extended under applicable law and the limited partnership's limited partnership agreement, or sooner terminated under applicable law and the limited partnership agreement.
7. Affidavit re: Capital Contribution: An affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners is attached hereto as Exhibit "A".
8. Controlling Agreement: This certificate summarizes information regarding the partnership required under the Act and is qualified entirely by reference to the complete agreement of the partners embodied in the limited partnership agreement, which includes provisions not summarized in this certificate and is controlling for all purposes.

IN WITNESS WHEREOF, the undersigned, constituting all of the general partners of the Limited Partnership, have caused this Certificate of Limited Partnership to be duly executed as of the 28th day of May, 1996.

INTER-AMERICAN TECHNOLOGIES,
CO., a Delaware corporation

By: 

Diego R. Suarez, President

State of Florida

County of Dade

BEFORE ME, personally appeared Diego R. Suarez, to me personally known or who produced _____ as identification, and he did acknowledge to me that he executed the foregoing Certificate of Limited Partnership of Inter-American Real Estate, Ltd., a Florida limited partnership, as President of Inter-American Technologies, Co., a Delaware corporation, its general partner.

WITNESS my hand and official seal this 28 day of May, 1996.

J. Nunez
Notary Public, State of Florida DADE COUNTY
Print Name J. NUNEZ
My Commission Expires: _____



EXHIBIT "A"

AFFIDAVIT RE: CAPITAL CONTRIBUTIONS

OF

INTER-AMERICAN REAL ESTATE LTD.

COMES NOW, Diego R. Suarez, as President of Inter-American Technologies, Co., a Delaware corporation, the general partner of Inter-American Transport Equipment Co., Ltd. (the "Limited Partnership"), who deposes and states as follows:

1. The initial limited partner of the Limited Partnership is Inter-American Vanquard Corp.

2. The limited partner is making capital contributions to the Limited Partnership in the form of real property located at 3500, 3570, 3600 and 3690 N.W. 62nd Street, Miami, Florida and at 3750 N.W. 49th Street, Hialeah, Florida, having a value, net of liabilities, of \$1,800,000.00. No other capital contributions are anticipated to be made by the limited partner.

3. Affiant further sayeth naught.

General Partner:

Inter-American Technologies, Co.

By: _____

Diego R. Suarez
President

RECEIVED
JAN 30 1965
FBI - MIAMI

State of Florida

County of Dade

BEFORE ME, personally appeared Diego G. Suarez, to me personally known or who produced _____ as identification, and he did acknowledge to me that he executed the foregoing Affidavit re: Capital Contributions of Inter-American Real Estate, Ltd., a Florida limited partnership, as President of Inter-American Technologies, Co., a Delaware corporation, the general partner of Inter-American Transport Equipment Co., Ltd.

WITNESS my hand and official seal this 28 day of MAY 1996.

Notary Public, State of Florida, DADE COUNTY
Print Name: J. NUNEZ
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN CERTIFICATE OF LIMITED PARTNERSHIP

SEP 13 2005
11:05 AM
SECTION 607.0505

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Certificate of Limited Partnership, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By

GAIL STELLBY
Its Agent,

Print Name GAIL STELLBY