

DELGADO
BEFELER,
STARKMAN &
MAGOLNICK, P.A.

GEORGE BEFELER

June 18, 1996

Florida Department of State
Division of Corporations
Post Office Box 13900
Tallahassee, Florida 32317

RE: 15 ROAD BRICKELL ASSOCIATES LTD.; OUR FILE NO. DEFE 70.24
(1069)

Dear Sir/Madam:

We are enclosing the following documents for filing:

1. An original and copy of the Certificate of Formation of Limited Partnership of 15 Road Brickell Associates Ltd.
2. An Affidavit of Capital Contribution.
3. A check in the amount of \$105 (representing \$70 for the \$10,000 worth of capital contribution and \$35 for the registered agent fee) payable to the Department of State.

If you have any questions, please do not hesitate to contact the undersigned.

Your assistance is appreciated.

Very truly yours,

GEORGE BEFELER, P.A.


GEORGE BEFELER, ESQ.

GB:kl

Enclosures

n:\15\sec.ltr

Museum Tower/Suite 2701
150 West Flagler Street
Miami, Florida 33130

Telephone
(305) 358-0737 • (305) 379-8300
Facsimile (305) 379-4404

400001895484
-07/16/96--01176--004
****105.00 ****105.00

95 JUN 19 PM 2:37

G. TAX _____
FILING _____ 70.00
R. AGENT FEE _____ 35.00
C. COPY _____
TOTAL _____ 105.00
N. BANK _____
BALANCE DUE _____
RECEIVED _____

Bk 7/10/96

CERTIFICATE OF FORMATION OF LIMITED PARTNERSHIP

OF

15 ROAD BRICKELL ASSOCIATES LTD.
a Florida Limited Partnership

THE UNDERSIGNED, being desirous of forming a Limited Partnership pursuant to the Florida Uniform Limited Partnership Act hereby make and sign the following certificate for that purpose:

ARTICLE I.

The name under which the Limited Partnership is to be conducted is 15 Road Brickell Associates Ltd.

ARTICLE II.

The purpose of the Limited Partnership shall be to engage in any or all lawful act, business or activity for which the partnership may exist under the provisions of the Florida Uniform Limited Partnership Act.

ARTICLE III.

The address of the office and the mailing address of the Limited Partnership shall be:

150 West Flagler Street
Museum Tower, Suite 2701
Miami, Florida 33130

ARTICLE IV.

The name and address of the registered agent for service of process for the Limited Partnership shall be:

Monique T. Befeler
6395 Montgomery Drive
Miami, Florida 33156

ARTICLE V.

The partnership shall commence the date this Certificate is filed with the office of the Secretary of State, State of Florida and shall terminate on June 30, 2050 or until the Limited Partnership dissolves and winds up its affairs pursuant to the Florida Uniform Limited Partnership Act or the terms of the Agreement of Limited Partnership, whichever is earlier.

ARTICLE VI.

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

15 Road Brickell Associates, Inc.
150 West Flagler Street
Museum Tower, Suite 2701
Miami, Florida 33130

996000050958

IN WITNESS WHEREOF we have herunto set our hands and seals
this 11th day of June, 1996.

GENERAL PARTNER:

15 ROAD BRICKELL ASSOCIATES,
INC., a Florida corporation

By:

George Bafeler, President

REGISTERED AGENT:

Monique P. Befeler

96 JUL 10 PM 2:37

SECRET

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

Having duly been sworn according to law, we depose and certify that we are the general partner and the registered agent named in the foregoing Certificate of Formation of Limited Partnership and that the facts set forth therein are true and correct.

GENERAL PARTNER:

15 ROAD BRICKELL ASSOCIATES,
INC., a Florida corporation

By: [Signature]
George Befeler, President

REGISTERED AGENT:

Monique T. Befeler
Monique T. Befeler

SWORN TO and subscribed before me on this 10th day of June, 1996.

Identification produced: [Signature]
My commission expires: _____



c:\15ro\asse\cert.lim

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
MONIQUE T. BEFELER, as Trustee, MARIA T. GARCIA-RIVERA and MARIA
GARCIA-RIVERA, M.D. (hereinafter referred to as "Limited
Partners"), after being duly sworn according to law, depose and
state as follows:

1. The Partners have formed a Limited Partnership known as
15 ROAD BRICKELL ASSOCIATES LTD.

2. The aggregate amount of the capital contribution of the
Limited Partners to the Limited Partnership is Ten Thousand
(\$10,000) Dollars (the "Capital Contribution"). The Limited
Partners do not anticipate any additional amount to be contributed
by them.

3. Each Limited Partner has contributed to the Limited
Partnership in cash her Capital Contribution according to the
percentage ownership interest of each Limited Partner as delineated
in the Agreement of Limited Partnership.

*Ms. Befeler is also signing
as Vice-President of 15 ROAD
BRICKELL ASSOCIATES, INC., the
General Partner of 15 ROAD
BRICKELL ASSOCIATES LTD.

Monique T. Befeler, as Trustee
Monique T. Befeler, as Trustee

Maria T. Garcia-Rivera
Maria T. Garcia-Rivera

Maria Garcia-Rivera, M.D.
Maria Garcia-Rivera, M.D.

I HEREBY CERTIFY that on this day before me, an officer duly
authorized to administer oaths and take acknowledgments, personally
appeared all of the above persons, to me personally known to be the
persons described in and who executed the foregoing instrument and
they acknowledged before me that they executed the same for the
purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal at said County and State, this 14th day of June,
1996.

Notary Public
NOTARY PUBLIC,
State of Florida at Large

My commission expires:

n:\15ra\asse\cont.cer

