

# A96000001377

Charter Number Only

7/19/96

Lowndes

MAX M. HAGEN

3990 Sheridan St #104

Hollywood FL 33021

City State ZIP Phone

917-0515A

VALIDATION ONLY

500001005145  
-07/26/96--01093--002  
\*\*\*\*192.50 \*\*\*\*192.50

CORPORATION(S) NAME

Central Farms, Ltd.



Empire Toll Free: 1-800-432-3028

- |   |   |   |
|---|---|---|
| <input type="checkbox"/> Profit                         | <input type="checkbox"/> Amendment          | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                      | <input type="checkbox"/> Foreign            | <input type="checkbox"/> Mark                       |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution        | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement                  | <input type="checkbox"/> Annual Report      | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy (2)  | <input type="checkbox"/> Reservation        | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready                | <input type="checkbox"/> Photo Copies       | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In             | <input type="checkbox"/> Call If Problem    | <input type="checkbox"/> Mail Out                   |
| <input type="checkbox"/> Will Wait                      | <input checked="" type="checkbox"/> Pick Up |   |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

G. TAX \_\_\_\_\_  
 FILING \_\_\_\_\_ 52.50  
 R. AGENT FEE \_\_\_\_\_ 35.00  
 C. COPY \_\_\_\_\_ 105.00  
 TOTAL \_\_\_\_\_ 192.50  
 N. BANK \_\_\_\_\_  
 BALANCE DUE \_\_\_\_\_  
 REMIND \_\_\_\_\_

BK

7/23/96

**CERTIFICATE OF LIMITED PARTNERSHIP OF CENTRAL FARMS, LTD**

The undersigned, desiring to form a partnership pursuant to the laws of the State of Florida, and being first duly sworn, does hereby certify as follows:

1. Name of Partnership. The name of the Partnership shall be CENTRAL FARMS, LTD.
2. Nature of Business. The character of the business intended to be transacted by the Partnership is the acquisition, ownership, operation and disposition of real property, located in Jacksonville, Duval County, State of Florida.
3. Principal Place of Business. The principal place of business of the Partnership shall be located at 2320 N.W. 147th Street, Miami, State of Florida.
4. Mailing Address. The mailing address of the Partnership shall be 2320 N.W. 147th Street, Miami, Florida.
5. Term of Partnership. The Partnership shall commence on the date that the initial Certificate of Limited Partnership is duly filed with the State of Florida, and shall continue in existence until December 31, 2022, unless sooner terminated, liquidated, or dissolved by law or as provided in the Partnership Agreement.
6. General Partner. The name and address of the General Partner of the Partnership is: MAS INVESTMENTS, INC., a Florida corporation, 2320 N.W. 147th Street, Miami, Florida 33054.
7. Limited Partner. The name and address of the Limited Partner of the Partnership is JEAN-LUC MAURY-LARIBIERE, 2320 N.W. 147th Street, Miami, Florida 33054.
8. Limited Partner Contributions. The amount of cash and the description of, and the agreed value of, any other property contributed by each Limited Partner is as follows:

Limited Partner	Contribution
JEAN-LUC MAURY-LARIBIERE	\$1,000.00
9. Additional Contributions by Limited Partners. No Limited Partner shall be obligated to make additional capital contributions to the Partnership beyond maintaining the amount of his or her initial capital contributions.

10. Percentage Interests of Limited Partners. The Limited Partners shall share in the profits and losses of the Partnership as follows:

Limited Partner	Share of Profits and Losses
JEAN-LUC MAURY-LARIBIERE	30%

11. Right of Substitution. The right of a limited partner to substitute an assignee as contributor in his or her place, and the terms and conditions of the substitution, which are more particularly set forth in the Partnership Agreement, are as follows:

(a) A fully executed and acknowledged written instrument of assignment must be filed with the General Partner setting forth the intention of the assignor that the assignee become a limited partner in his or her place;

(b) The assignor and the assignee must execute and acknowledge such other instruments as the General Partner may deem necessary or desirable to effect such admission, including the written acceptance and adoption by the assignee of the provisions of the Partnership Agreement;

(c) A reasonable transfer fee shall have been paid to the Partnership; and

(d) The written consent of the General Partner to the substitution must be obtained, the denial of which is in the sole and absolute discretion of the General Partner.

12. Admission of Additional Limited Partners. Under the terms of the Partnership Agreement, the General Partner has the right to admit additional limited partners in his sole discretion.

13. Right to Continue Business. The remaining general partner, or if none, all of the limited partners, may elect to continue the business of the Partnership on the death, retirement or insanity of a general partner.

14. Registered Agent and Office. The street address of the initial registered office of this limited partnership is 2320 N.W. 147th Street, Miami, Florida 33054, and the name of the initial registered agent of this corporation at that address is ERIC DORMOY, 2320 N.W. 147th Street, Miami, Florida 33054.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the day and year first above written.

WITNESSES:

James B. Samson  
Carol Chester

GENERAL PARTNER:  
MAS INVESTMENTS, INC.

BY: [Signature]  
ERIC DORMOY, President

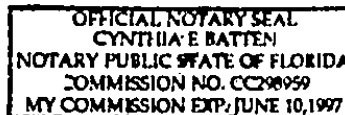
STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared ERIC DORMOY, President of MAS INVESTMENTS, INC., General Partner of CENTRAL FARMS, LTD., who first being duly sworn, stated that he executed the Certificate of Limited Partnership freely and voluntarily for the uses and purposes therein expressed.

SWORN TO before me on this 19 day of July, 1996.

[Signature]  
Notary Public  
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT



THE UNDERSIGNED hereby accepts the designation as Registered Agent of CENTRAL FARMS, LTD.

[Signature]  
ERIC DORMOY

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA                    )  
  ) SS.  
COUNTY OF BROWARD                )

RECORDED  
95 JUL 22 PM 4:24  
CLERK OF THE COURT  
BROWARD COUNTY, FLORIDA

BEFORE ME, the undersigned authority, personally appeared ERIC DORMOY, a President of MAS INVESTMENTS, INC., a Florida corporation, constituting the General Partner of CENTRAL FARMS, LTD., a Limited Partnership, after being first duly sworn by me did say under oath the following:

1. This Affidavit is given in connection with the filing of a Limited Partnership Agreement and Certificate of Limited Partnership for Central Farms, Ltd.
2. MAS INVESTMENTS, INC., hereby certifies that the amount of the capital contribution to date of the Limited Partner is \$1,000.00.
3. No further capital contribution is anticipated to be contributed by the Limited Partner.

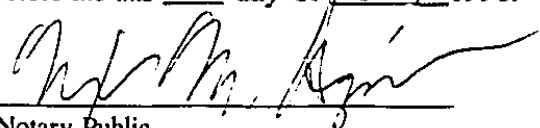
FURTHER AFFIANT SAYETH NAUGHT.

CENTRAL FARMS, LTD  
MAS INVESTMENTS, INC.  
As General Partner

BY:   
ERIC DORMOY, President

SWORN TO and SUBSCRIBED before me this 22 day of July 1996.

My Commission Expires:

  
Notary Public  
State of Florida at Large

