

1201 HAYS STREET
TALLAHASSEE, FL 32301-3607
904-222-0175
04/22/03 FAX

800-342-8086

A96000001511



networks

PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 051448 10452A

AUTHORIZATION :

700001924547
-08/16/96--01071--005
***1837.50 ***1837.50

COST LIMIT : \$ PREPAID

ORDER DATE : August 13, 1996

ORDER TIME : 9:44 AM

ORDER NO. : 051448

CUSTOMER NO: 10452A

CUSTOMER: Florence Preacher, Legal Asst
MAUREEN H. KENNON, PA

Suite 313
2499 Glades Road
Boca Raton, FL 33431

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 13 AM 02

DOMESTIC FILING

NAME: GORDON REALTY PARTNERS, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

G. TAX
FILING 1750.00
R. AGENT FEE 35.00
J. COPY 52.50
TOTAL 1837.50
V. BANK
BALANCE DUE
RECEIVED

RECEIVED
96 AUG 13 PM 12:31
DIVISION OF CORPORATION

3K
8/13/96

GORDON REALTY PARTNERS, LTD.

CERTIFICATE OF LIMITED PARTNERSHIP

We, the undersigned, for the purpose of forming a Limited Partnership pursuant to the Limited Partnership Act of the State of Florida, do hereby certify:

1. Name. The name of the partnership is GORDON REALTY PARTNERS, LTD.

2. Character of Business. The character of the business to be carried on is to acquire, improve, maintain, and develop real property.

3. Place of Business. The registered office of the partnership in the State of Florida is c/o Allen Gordon, 3317 NW 10th Terrace, Suite 409, Ft. Lauderdale, Florida 33309. The Registered Agent is ALLEN GORDON.

The location of the principal place of business of the partnership is 3317 NW 10th Terrace, Suite 409, Ft. Lauderdale, Florida 33309. This is also the partnership's mailing address.

4. General Partner. The names and addresses of the General Partner is:

Allen Gordon Realty, Inc.
3317 NW 10th Terrace
Suite 409
Ft. Lauderdale, Florida 33309

Limited Partners. The names and address of the Limited Partners are:

Allen Gordon
P.O. Box 100527
Ft. Lauderdale, Florida 33310

Brian C. Gordon
P.O. Box 100527
Ft. Lauderdale, Florida 33310

Robin Parker
6030 SW 116th Street
Miami, Florida 33156

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5. Term. The term for which this partnership is to exist is from August 8, 1996 and shall continue until terminated as set forth in Article 12 of the Agreement of Limited Partnership.

6. Initial Contribution of the Partners. The amount of contribution and a description of and the agreed value of the other property contributed by the Partners is:

Allen Gordon Realty, Inc.	\$ 12,750
Brian C. Gordon	\$ 12,750
Robin Parker	\$ 12,750
Allen Gordon	\$1,249,500

7. Return of Contribution to the Limited Partners. The contribution of the Limited Partners is to be returned to them as may from time to time be agreed upon by the General Partner.

8. Profit Shares of the Partners. The share of the profits or other compensation by way of income which the Partner shall receive by reason of his contribution is:

Allen Gordon	97%
Brian C. Gordon	1%
Robin Parker	1%
Allen Gordon Realty, Inc.	1%

9. Assignment of Limited Partner's Interest. The Limited Partner shall not transfer his interest without first obtaining the consent of all Partners.

10. Admission of Additional Limited Partners. The General Partner is given the right to admit additional Limited Partners, provided that the admissions are approved by the General Partner, which approval may be withheld in the absolute discretion of the General Partner.

11. Death or Withdrawal of General Partner. In the event of the death or withdrawal of a General Partner, the majority of the remaining Partners shall consent to the continuation of the Partnership within ninety (90) days of the date of death or date of withdrawal or the Partnership shall dissolve.

STATE OF FLORIDA
COUNTY OF BROWARD

I certify that on August 8, 1996, Allen Gordon, President, of Allen Gordon Realty, Inc., Allen Gordon, individually, Brian C. Gordon, and Robin Parker personally came before me and acknowledged under oath, to my satisfaction, that these persons:

- (a) are named in and personally signed the attached document;
and
(b) signed, sealed and delivered this document as their act and deed and as the act and deed of Gordon Realty Partners, Ltd., a Limited Partnership.



JACKIE GEROMANOS
My Commission CC310828
Expires Aug. 15, 1997
Bonded by HAI
800-422-1086

Jackie Geromanos
Notary Public

State of Florida

My Commission Expires

Personally Known (yes/no)

Produced Identification:

NONE

Type of Identification

Prepared By:

Maureen Healey Kennon, P.A.
2499 Glades Road, Suite 313
Boca Raton, FL 33431

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 13 AM 03

Signed this 8th day of August, 1996.

Attest:

Rudra N. Chleir

Witness

Jackie Guomanas

Witness

Allen Gordon Realty Inc.

By: Allen Gordon

Allen Gordon,
President

and also signing as Registered
Agent

Rudra N. Chleir

Witness

Jackie Guomanas

Witness

Brian C. Gordon

Brian C. Gordon, Limited
Partner

Rudra N. Chleir

Witness

Jackie Guomanas

Witness

Allen Gordon
Allen Gordon, Limited
Partner

Rudra N. Chleir

Witness

Jackie Guomanas

Witness

Robin Parker
Robin Parker, Limited
Partner

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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96 AUG 13 10 38 AM '96

BEFORE ME, the undersigned, personally appeared Allen Gordon, Brian Gordon, Robin Parker, and Allen Gordon Realty, Inc. by through its President, Allen Gordon constituting all of Partners of Gordon Realty Partners, Ltd., a Limited Partnership be formed, hereinafter referred to as the Limited Partnership, who upon being sworn, certified as follows:

The amount of capital contribution of the Limited Partners is \$1,275,000. It is not anticipated that the Limited Partners will contribute any additional capital in the future.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declare that they have read the foregoing and that the facts alleged are true, to the best of their knowledge and belief.

Signed on August 8, 1996

Allen Gordon Realty, Inc.

By:

Allen Gordon
Allen Gordon, President

Allen Gordon
Allen Gordon

Brian C. Gordon
Brian C. Gordon

Robin Parker
Robin Parker

STATE OF FLORIDA)
) SS.:
COUNTY OF BROWARD)

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and take acknowledgements in and for the State and County set forth above, personally appeared Allen Gordon, President, Allen Gordon Realty, Inc., known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as an officer of the General Partner of Gordon Realty Partners, Ltd.

SUBSCRIBED AND SWORN to before me this August 8 day of _____, 1996.



JACKIE GEROMANOS
My Commission CO310232
Expires Aug. 15, 1997
Bonded by HAI
800-422-1865

Jackie Geromanos
Notary Public, State of Florida
My Commission Expires _____
Personally Known ✓ (yes/no)
Produced Identification: None
Type of Identification _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 13 AM 03

STATE OF FLORIDA
COUNTY OF BROWARD

} SS.:

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and take acknowledgements in and for the State and County set forth above, personally appeared Allen Gordon, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as a Limited Partner of Gordon Realty Partners, Ltd.

SUBSCRIBED AND SWORN to before me this 8 day of August, 1996.



JACKIE CERONANOS
My Commission C0310238
Expires Aug. 18, 1997
Bonded by HAI
800-422-1555

Jackie Ceronanos
Notary Public, State of Florida
My Commission Expires
Personally Known ✓ (yes/no)
Produced Identification: NONE
Type of Identification

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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STATE OF FLORIDA)
) SS.1
COUNTY OF BROWARD)

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and take acknowledgements in and for the State and County set forth above, personally appeared Brian C. Gordon, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as a Limited Partner of Gordon Realty Partners, Ltd.

SUBSCRIBED AND SWORN to before me this 8 day
of August, 1996.



JACKIE GEROMANOS
My Commission CC310232
Expires Aug. 15, 1997
Bonded by HAI
800-422-1888

Jackie Geromanos
Notary Public, State of Florida
My Commission Expires
Personally Known ✓ (yes/no)
Produced Identification:
NONE
Type of Identification

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 13 AM 03

STATE OF FLORIDA)
) SS.:
COUNTY OF BROWARD)

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and take acknowledgements in and for the State and County set forth above, personally appeared Robin Parker, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as a Limited Partner of Gordon Realty Partners, Ltd.

August SUBSCRIBED AND SWORN to before me this 8 day of August, 1996.



JACKIE GEROMANOS
My Commission CC310232
Expires Aug. 15, 1997
Bonded by HAI
800-422-1555

Jackie Geromanos
Notary Public, State of Florida
My Commission Expires
Personally Known ✓ (yes/no)
Produced Identification: NONE
Type of Identification

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 13 AM 10:03