

**CAPITAL CONNECTION, INC.**  
 417 E. Virginia St., Suite 200, Tallahassee, FL 32301, (904) 224-8700  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-322-8700  
 FAX (904) 222-1222

**A9600001554**

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mailor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

1. IAA \_\_\_\_\_ \$75  
 FILING \_\_\_\_\_ 1250.00  
 R. AGENT FEE \_\_\_\_\_ 35.00  
 C. COPY \_\_\_\_\_ 22.50  
 TOTAL \_\_\_\_\_ 1846.25  
 N. BANK \_\_\_\_\_  
 BALANCE DUE \_\_\_\_\_  
 RECEIVED \_\_\_\_\_

*WALK-IN 0175203*  
*BK R 760003*  
*8/21/96*

Capital Express™ \_\_\_\_\_  
 Art. of Inc. File \_\_\_\_\_  
 Corp. Record Search \_\_\_\_\_  
☒ Ltd. Partnership File \_\_\_\_\_  
☒ Foreign Corp. File \_\_\_\_\_  
☐ ( ) Cert. Copy(s) \_\_\_\_\_  
 \_\_\_\_\_  
 Art. of Amend. File \_\_\_\_\_  
☒ Dissolution/Withdrawal \_\_\_\_\_  
☒ C U S- *93* \_\_\_\_\_  
 Fictitious Name File \_\_\_\_\_  
 \_\_\_\_\_  
 Name Reservation \_\_\_\_\_  
 Annual Report/Reinstatement \_\_\_\_\_  
 Reg. Agent Service \_\_\_\_\_  
 Document Filing \_\_\_\_\_  
 \_\_\_\_\_  
 Corporate KH \_\_\_\_\_  
 Vehicle Search \_\_\_\_\_  
 Driving Record \_\_\_\_\_  
 Document Retrieval \_\_\_\_\_  
 \_\_\_\_\_  
 UCC 1 or 3 File \_\_\_\_\_  
 UCC 11 Search \_\_\_\_\_  
 UCC 11 Retrieval \_\_\_\_\_  
 \_\_\_\_\_  
 UCC 11 Retrieval \_\_\_\_\_  
 \_\_\_\_\_  
 Courier Service \_\_\_\_\_  
 Shipping/Handling \_\_\_\_\_  
 Phone ( ) \_\_\_\_\_  
 Top Priority \_\_\_\_\_  
 Express Mail Prep. \_\_\_\_\_  
 FAX ( ) \_\_\_\_\_ pgs.

C.C. FEE. DISBURSED

*96 AUG 21 PM 11:02*

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS

SUBTOTALS

FEE.....000001932660  
 -08727/96-01088-013  
 DISBURSED.....\*\*\*1846.25 \*\*\*1846.25

SURCHARGE.....\$  
 TAX on corporate supplies.....\$  
 SUBTOTAL.....\$  
 PREPAID.....\$  
 BALANCE DUE.....\$

*96 AUG 21 AM 10:08*  
 DIVISION OF CORPORATIONS  
 RECEIVED

REQUEST TAKEN CONFIRMED APPROVED  
 DATE *8/21*  
 TIME *9:20* CK No. \_\_\_\_\_  
 BY *Bel*

WALK-IN  
 Will Pick Up \_\_\_\_\_

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

**TEW & BEASLEY, L.L.P.**

Miami Center - Suite 2600  
281 S. Biscayne Boulevard  
Miami, Florida 33131  
Telephone: (305) 536-1112  
Facsimile: (305) 536-1116

*Facsimile Cover Sheet*

Date: August 21, 1996  
Sent To: Beverly  
Firm: Capital Connection  
Fax No.: (904) 222-1222  
Confirmation No.: 800-342-8062

Total Pages Including Cover Sheet: 2

In the event that you have not received this facsimile in its entirety, please contact the Tew & Beasley Fax Room at (305) 539-3061

Sender: Carrie Levine, Paralegal

(305) 539-2469

## Comments:

Thank you!

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File Name:

ID No: 77415.004

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**TEW & BEASLEY, L.L.P.**

MIAMI CENTER 26<sup>TH</sup> FLOOR  
201 SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131-4338  
TELEPHONE (305) 538-1112  
FACSIMILE (305) 538-1116

WRITER'S DIRECT LINE  
(305) 539-2469

PALM BEACH OFFICE  
COMEAU BUILDING - SUITE 1200  
515 ELEMATIS STREET  
WEST PALM BEACH, FLORIDA 33401-4081  
TELEPHONE (407) 838-4200  
FACSIMILE (407) 838-1262

August 21, 1996

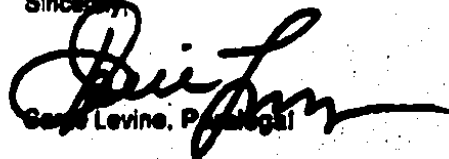
Florida Division of Corporation  
Name Availability Section  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: University I Associates, Ltd.

Dear Sir/Madam:

Please be advised that we hereby release the above-referenced name which was previously reserved by this law firm in my letter to you dated July 11, 1996.

Sincerely,

  
Gerald Levine, Partner

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
UNIVERSITY I ASSOCIATES, LTD.**

The undersigned general partners, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, as amended, as set forth in Chapter 620 of the Florida Statutes, hereby state the following:

1. The name of the limited partnership is "UNIVERSITY I ASSOCIATES, LTD.":

2. The business address of the limited partnership is:

95 South Federal Highway  
Suite 200  
Boca Raton, Florida 33432

3. The name and address of the registered agent for service of process required to be maintained pursuant to Florida Statute Section 620.105 is:

David B. Songy  
95 South Federal Highway  
Suite 200  
Boca Raton, Florida 33432

4. The name and business address of each general partner is:

(a) Florida Office Corp.  
c/o Fortis, Inc.  
One Chase Manhattan Plaza  
New York, New York 10025

(b) Songy Partners Limited  
95 South Federal Highway  
Suite 200  
Boca Raton, Florida 33432

5. The mailing address for the limited partnership is:

95 South Federal Highway  
Suite 200  
Boca Raton, Florida 33432

6. The latest date upon which the limited partnership is to dissolve is the 100th anniversary of the date hereof.

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6. The latest date upon which the limited partnership is to dissolve is the 100th anniversary of the date hereof.

Under penalties of perjury we declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 19<sup>TH</sup> day of August, 1996.

SIGNATURE OF ALL GENERAL PARTNERS:

GENERAL PARTNER:

Florida Office Corp., a Delaware corporation

By: [Signature]

Print Name: JAMES T. BRINCHAMP

Title: VICE PRESIDENT

GENERAL PARTNER:

Songy Partners Limited, a Florida limited partnership

By: SPL Florida, Inc., its general partner

By: [Signature]

Print Name: DAVID B. SONGY

Title: PRESIDENT

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for UNIVERSITY I ASSOCIATES, LTD., a Florida limited partnership in the foregoing Certificate of Limited Partnership, I hereby accept the appointment as registered agent and agree to act in this capacity, to accept service of process for said limited partnership, to accept the obligations imposed upon me by Florida Statute Section 620.192, and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

[Signature]  
David B. Songy

Date: August 17, 1996

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DIVISION  
AUG 21 PM 1:02

### **AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned constituting all of the general partners of University I ASSOCIATES, LTD., a Florida Limited Partnership, certify:

1. The amount of capital contributions made to date to University I ASSOCIATES, LTD., a Florida limited partnership, by the limited partners is \$6,370,000.00.

2. The anticipated total amount of capital contributions to be made to University I ASSOCIATES, LTD., a Florida limited partnership, by the limited partners is \$6,615,000.00.

FURTHER AFFIANTS SAYETH NOT.

Under penalties of perjury, we the undersigned declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct to the best of our individual knowledge and belief.

#### **GENERAL PARTNER:**

Florida Office Corp., a Delaware  
corporation

By: [Signature]  
Print Name: THOMAS T. BLINNEN  
Title: Vice President

#### **GENERAL PARTNER:**

Songy Partners Limited, a Florida limited  
partnership

By: SPL Florida, Inc., its general partner

By: [Signature]  
Print Name: DAVID R. SONGY  
Title: President

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DIVISION OF CORPORATIONS  
AUG 21 PM 1:02

STATE OF NEW YORK )

COUNTY OF NEW YORK )

Before me, the undersigned authority, personally appeared JAMES T. BRIDGEROFF  
 as VICE PRESIDENT of Florida Office Corp., a general partner of UNIVERSITY I  
 ASSOCIATES, a Florida limited partnership (the "Partnership") on behalf of the Partnership.  
 He/ She is personally known to me (YES)(NO) or has produced \_\_\_\_\_ as  
 identification.

Leigh R. Stratton  
 Notary Public, State of New York

Print Name: LEIGH R. STRATTON

Commission Number/Stamp

LEIGH R. STRATTON  
 NOTARY PUBLIC, STATE OF NEW YORK  
 NO. 01ST5031894 QUAL. IN KINGS CO.  
 COMMISSION EXPIRES \_\_\_\_\_

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 SECRETARY OF CORPORATIONS  
 DIVISION  
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STATE OF FLORIDA )

COUNTY OF )

Before me, the undersigned authority, personally appeared David B. Songy  
 as President of SPL Florida, Inc.\*, a general partner of UNIVERSITY  
 I ASSOCIATES, a Florida limited partnership (the "Partnership") on behalf of the  
 Partnership. He/She is personally known to me (YES)(NO) or has produced \_\_\_\_\_  
 as identification.

\* as general partner of  
 Songy Partners Limited,  
 a Florida Limited  
 Partnership

Notary Public, State of \_\_\_\_\_

Print Name: \_\_\_\_\_

Commission Number/Stamp

OFFICIAL NOTARY SEAL  
 CATHERINA T ENGELS  
 NOTARY PUBLIC STATE OF FLORIDA  
 COMMISSION NO. CC259009  
 MY COMMISSION EXP. FEB. 11, 1997