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August 29, 1996

FILED  
AUG 21 PM 12:17  
TALLAHASSEE, FLORIDA

**FEDERAL EXPRESS**

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-08/21/96--01078--001  
\*\*\*1837.50 \*\*\*1837.50

Attention: Limited Partnerships, New Filings

Re: GMP Holdings, Ltd.  
Our File No. 10330.012

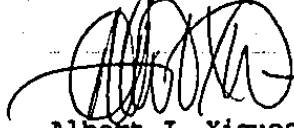
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Dear Sir/Madam:

Enclosed please find the Certificate and Affidavit of Florida Limited Partnership of GMP Holdings, Ltd., a Florida limited partnership, for filing, together with our firm check in the sum of \$1,837.50 representing the filing fee. Please be kind enough to process this Certificate for filing and return a stamped copy, together with the appropriate certificate, in the envelope provided.

Should you have any question regarding this matter, please do not hesitate to contact the undersigned.

Sincerely,  
KATZ, BARRON, SQUITERO, FAUST &  
BERMAN, P.A.



Albert J. Xiques

AJX/Pat

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**CERTIFICATE AND AFFIDAVIT OF LIMITED PARTNERSHIP**

**OF**

**GMP HOLDINGS, LTD.**

FILED  
95 AUG 21 PM 12:11  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

KB-GALLOWAY CORP., a Florida corporation (the General Partner"), hereby makes, acknowledges, and files this Certificate of Limited Partnership (the "Certificate") for GMP HOLDINGS, LTD., hereinafter referred to as the "Partnership".

1. Name of Partnership: The name of the Partnership is GMP HOLDINGS, LTD., a Florida limited partnership.

2. Mailing Address and Principal Place of Business of the Limited Partnership: The mailing address and principal place of business of the Limited Partnership is 1401 Brickell Avenue, Miami, Florida 33131. The General Partner shall promptly give notice to the other Partners of any change of mailing address.

3. Name and Business Address of General Partner: The name and business address of the General Partner in the Partnership is as follows:

KB-GALLOWAY CORP.  
1401 Brickell Avenue  
Miami, Florida 33131

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4. Effective Date: The Partnership will become effective upon the filing of this Certificate and shall terminate and dissolve no later than December 31, 2026.

5. Agent for Service of Process: The Agent for service of process on the Partnership shall be CORPCO, INC., 2699 South Bayshore Drive, 7th Floor, Miami, Florida 33133.

6. Capital Contributions: The undersigned herewith affirms that the total value of Capital Contributions which the Limited Partners shall contribute is FIVE HUNDRED FOURTEEN THOUSAND FIVE HUNDRED DOLLARS (\$514,500).

7. Anticipated Additional Contributions: No additional contributions are anticipated, other than as set forth in paragraph 6.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature and seal and swears to the foregoing as of the 20th day of August, 1996, in accordance with Florida Statutes Section 620.108.

GENERAL PARTNER:

KB-GALLOWAY CORP., a Florida corporation

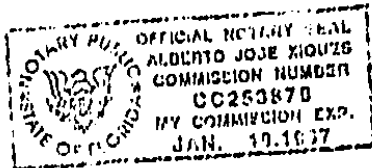
By: Michael L. Katz  
Michael L. Katz, President

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96 AUG 21 12:17  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA  
COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared MICHAEL L. KATZ, as President of KB-GALLOWAY CORP., a Florida corporation, on behalf of the corporation, who is personally known to me ~~or who produced~~ as identification.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this 20th day of August, 1996.



  
Notary Public

Print Name of Notary  
Serial Number  
My Commission Expires:

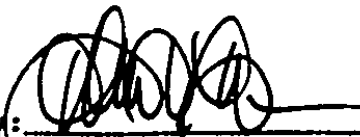
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

I hereby accept the appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed limited partnership named in the Certificate and Affidavit of Limited Partnership hereinabove set forth and do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in paragraph 5 of this Certificate.

Dated this 20th day of August, 1996.

CORPCO, INC.

By:   
ALBERT J. XIQUES, Vice President