

A-96000001665

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ROBERT (BOSS
OF COUNSEL

REPLY TO:

August 28, 1996

FILED
06 SEP -6 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
State of Florida
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

RE: Limited Partnership

Dear Sir/Madam:

Enclosed are the originals of the Affidavit of Capital Contributions by Limited Partners to The Franco Family Limited Partnership for filing with your office. The enclosed documents have been corrected accordingly to meet the requirements. Please find also enclosed a check in the amount of \$1,837.50 to cover filing fees. Please return the certified copy in the enclosed stamped, self-addressed envelope.

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-09/11/96--01048--018
***1837.50 ***1837.50

Sincerely,
RICHMAN GUTTENMACHER
& BOHATCH, P.A.

JOHN S. BOHATCH

JSB/gn
Encl.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 8, 1996

JOHN S. BOHATCH
14TH FLOOR, BISCAYNE BLDG.
19 WEST FLAGLER STREET
MIAMI, FL 33130-4410

SUBJECT: THE FRANCO FAMILY LIMITED PARTNERSHIP
Ref. Number: W96000016570

FILED
96 SEP -6 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for **THE FRANCO FAMILY LIMITED PARTNERSHIP** and check(s) totaling \$1837.50. However, your check(s) and document are being returned for the following:

Section 620.108, Florida Statutes, requires that limited partnership certificates include the mailing address in addition to the principal place of business address. Please correct your document accordingly. If the mailing address and principal place of business are one and the same, please be sure this is clearly reflected in your document.

Section 620.108, Florida Statutes, requires the certificate include the names and street addresses of the general partners.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 196A00037831

**CERTIFICATE
OF
THE FRANCO FAMILY LIMITED PARTNERSHIP**

THIS CERTIFICATE is executed on May 13, 1996,
with respect to the agreement of The Franco Family Limited Partnership
("the Partnership").

1. Name. The Partnership's name is **THE FRANCO FAMILY LIMITED PARTNERSHIP.**

2. Partnership's Business. The Partnership's business is owning, developing, leasing, managing, and selling real estate, and all other related acts. The Partnership may also do all things not otherwise illegal under the laws of the State of Florida.

3. Registered Agent. The name and post office address of the Partnership's registered agent is:

Name

Address

EDWARD P. GUTTENMACHER

19 W. FLAGLER ST.
14TH FLOOR
MIAMI, FL 33130


EDWARD P. GUTTENMACHER

Edward P. Guttenmacher resides and has his business address within the State of Florida.

4. Specified Office. The post office address of the office at which its records are kept is, and the principal place of business of the partnership is:

Address

1635 S. W. 15th Street
Miami, Florida 33145

The forgoing is the mailing address and the business address of the partnership.

5. Limited Partner. The names and post office addresses of the limited partners are:

Name

Address

ROLANDO FRANCO

1635 S. W. 15th Street
Miami, Florida 33145

IGNACIA NILDA FRANCO

1635 S. W. 15th Street
Miami, Florida 33145

6. Dissolution. The latest date on which the limited partnership is to be dissolved and its affairs wound up is December 31, 2026.

7. General Partners. The names and the post office addresses of the general partners are:

ROLANDO FRANCO 1635 S.W. 15th Street, Miami, Florida 33145
IGNACIA N. FRANCO 1635 S.W. 15th Street, Miami, Florida 33145
RICHMAN GUTTENMACHER & BORATCH, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned limited partners have signed and sealed this certificate, on the day and year first above written.

ROLANDO FRANCO, General and Limited Partner

IGNACIA NILDA FRANCO, General and Limited Partner

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 13 day of May, 1996 by ROLANDO FRANCO, who is personally known to me or who has produced a N/A as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 13 day of May, 1996.

Notary Public, State of Florida
at Large

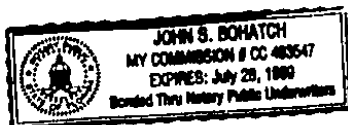
My commission expires:

[illegible]

The foregoing instrument was acknowledged before me this 13 day of May, 1996 by IGNACIA NILDA FRANCO, who is personally known to me or who has produced a N/A as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 13 day of May, 1996.

Notary Public, State of Florida



**AFFIDAVIT OF CAPITAL CONTRIBUTIONS BY LIMITED PARTNERS TO
THE FRANCO FAMILY LIMITED PARTNERSHIP**

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME personally appeared **ROLANDO FRANCO** who, after being duly sworn, deposes and says:

1. My name is ROLANDO FRANCO. I am the general partner of The Franco Family Limited Partnership.
2. ROLANDO FRANCO, TRUSTEE, as a limited partner, made an initial capital contribution to THE FRANCO FAMILY LIMITED PARTNERSHIP of \$ 100,000.
3. IGNACIA NILDA FRANCO, as a limited partner, made an initial capital contribution to THE FRANCO FAMILY LIMITED PARTNERSHIP of \$ 100,000.
4. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$400,000.00.
FURTHER AFFIANT SAYETH NOT.

R. Franco
ROLANDO FRANCO, TRUSTEE, General/Limited Partner

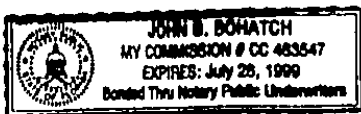
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 13 day of May, 1996 by ROLANDO FRANCO, who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida this 13 day of May, 1996.

[Signature]
Notary Public, State of Florida
at Large

My commission expires:



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TALLAHASSEE, FLORIDA