

A96000001680

Thomas C. Cobb, Esq.
Requestor's Name
Shurkin, Lunzetta + Cohen
1399 S.W. 1st Ave., 4th Flwr
Address
Miami, FL 33130
City/State/Zip Phone #

Office Use
FILED
06 SEP -6 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Tiferet Realty Ltd.
(Corporation Name) (Document #)
2. 500001941695
-09/06/96--0109--001
***1837.50 ***1837.50
(Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

CM

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

CERTIFICATE OF LIMITED PARTNERSHIP

OF

TIFERET REALTY LTD.

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The undersigned, acting as organizer of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Partnership Act (1986) hereby adopts the following certificate for such Limited Partnership:

1. The name of the Limited Partnership is TIFERET REALTY LTD.

2. (a) The address of the office of the Partnership at which the records required to be maintained by Fla. Stat. §620.105 shall be maintained is:

c/o Thomas C. Cobb, Esq.
Scharlin, Lanzetta, Cohen, Cobb and Ebin
1399 S.W. First Avenue
Miami, FL 33130

(b) The name and address of the Limited Partnership agent for service of process upon the Partnership, required to be maintained by Fla. Stat. §620.105, is:

Thomas C. Cobb, Esq.
Scharlin, Lanzetta, Cohen,
Cobb and Ebin
1399 S.W. First Avenue
Miami, Florida 33130

3. The name and the business address of the sole general partner is:

Name:

F96-4565

DALFEN SUNPLEX ENTERPRISES, INC., a corporation organized under the federal laws of Canada and authorized to transact business in Florida

This Instrument Prepared by:
Thomas C. Cobb, Esq.
Florida Bar No. 113517
Scharlin, Lanzetta, Cohen,
Cobb & Ebin
1399 SW First Avenue
Miami, FL 33130
(305) 358-4222

Address:

Attention: Murray Dalfen, President
8479 Place Devonshire
Ville Mont-Royal
Quebec H4P 1S5, CANADA

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TALLAHASSEE, FLORIDA

4. The mailing address for the Partnership is:

c/o Dalfen Sunplex Enterprises, Inc.
ATTN: Murray Dalfen, President
8479 Place Devonshire
Ville Mont-Royal
Quebec H4P 1S5, CANADA

5. The term of the Partnership shall commence on the date of the filing of this Certificate of Limited Partnership with the Secretary of State of Florida and shall continue until December 31, 2092, unless sooner terminated as provided in the Limited Partnership Agreement.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been duly executed by the General Partner as of the 26 day of Aug., 1996.

General Partner:

Witnesses:

DALFEN SUNPLEX ENTERPRISES, INC.,
a ~~Florida~~ ^{Canada} corporation organized
under the laws of Canada and
authorized to transact business
in Florida

Carol Giviere
Print Name: CAROL GIVIERE

Karen Thoma
Print Name: KAREN THOMA

By: M. Dalfen
Murray Dalfen, President

COMMONWEALTH OF CANADA)

PROVINCE OF QUEBEC)

The foregoing Certificate of Partnership for TIFERET REALTY LTD., was acknowledged before me this 26 day of August, 1996, by Murray Dalfen, who is personally known to me ~~or has produced~~ ^{9.} as identification, as President of DALFEN SUNPLEX ENTERPRISES, INC., a corporation organized under the laws

of Canada and authorized to transact business in Florida, on behalf of the corporation as general partner of Tiferet Realty Ltd.

GLORIA SHALINSKY

J. P. O'Rourke

COMMISSIONER OF OATHS #100 026
Expires May 97

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate of Limited Partnership, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Thomas C. Cobb

Thomas C. Cobb

Dated: August 26

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TALLAHASSEE, FLORIDA

AFFIDAVIT

COMMONWEALTH OF CANADA)
) SS
PROVINCE OF QUEBEC)

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BEFORE ME, a Notary Public, personally appeared Murray Dalfen, as President of DALFEN SUNPLEX ENTERPRISES, INC., a corporation organized under the federal laws of Canada and authorized to transact business in Florida, the general partner of TIFERET REALTY LTD., (the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:

1. Affiant is the duly appointed authorized President of DALFEN SUNPLEX ENTERPRISES, INC., a corporation organized under the federal laws of Canada and authorized to transact business in Florida (the "Corporation").

2. The Corporation is the General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act (1986) under the name TIFERET REALTY LTD.

3. The capital contribution and anticipated capital of the initial limited partners is \$ 2,200,000.

4. The Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.

Murray Dalfen
Murray Dalfen

COMMONWEALTH OF CANADA)
)
PROVINCE OF QUEBEC)

The foregoing Affidavit for TIFERET REALTY LTD., was acknowledged before me this 26 day of AUGUST, 1996, by Murray Dalfen, who is personally known to me ~~or has produced~~ as ~~identification~~, as President of DALFEN SUNPLEX ENTERPRISES, INC., a corporation organized under the federal laws of Canada and authorized to transact business in Florida, on behalf of the corporation as general partner of Tiferet Realty Ltd.

GLOIA SHALINSKY
G. Shalinsky
COMMISSIONER OF OATHS - #100-026
Exp. 104: MAY 1997

ASSIGNMENT AGREEMENT

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which is hereby acknowledged, Dalfen Holding Company, a Florida corporation ("Dalfen") hereby assigns to Tiffert Realty Ltd., a Florida limited partnership all of Dalfen's rights, title, and interest in and under that certain Assignment and Assumption of Ground Leases dated 4/22/96, as amended to date (the "Contract") between Dalfen as buyer and Johnson Wax Development Corporation and Sunplex Building Associates I as sellers. This Assignment includes all of Dalfen's rights with respect to the earnest money escrow deposit made pursuant to the Contract.

Tiffert Realty Ltd. hereby accepts the foregoing assignment and agrees to assume and perform all of the obligations of the buyer under the Contract.

Dated: August 26, 1996

DALFEN HOLDING COMPANY, a
Florida corporation

By: M. Dalfen
Murray Dalfen

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TALLAHASSEE, FLORIDA

TIFFERT REALTY LTD., a Florida
limited partnership

By: DALFEN SUNPLEX ENTERPRISES,
INC., a corporation organized
under the federal laws of
Canada and qualified to
transact business in
Florida, as its sole
general partner

By: M. Dalfen
Murray Dalfen, President