

A9600001946

1801 Century Park East Ste. 2400

Los Angeles, CA 90067-2326

City/State/Zip Phone #

Office Use Only

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

- 35 11th 54th St, Ltd. (Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)

FILED
95 OCT 16 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- 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

800001981828--7
-10/22/96--01005--005
17850.00 *1785.00

A96-1946

Name Availability	PR-102
Document Examiner	CR
Updater	CR
Updater Verifier	CR
Acknowledgement	CR
W. P. Verifier	CR

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

FF \$ 1785.00

Examiner's Initials

CERTIFICATE OF LIMITED PARTNERSHIP
OF
35 NW 54TH ST, LTD.

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is 35 NW 54TH ST, LTD., a Florida limited partnership (the "Limited Partnership").

2. The address of the registered office of the Limited Partnership is:

419 West 49th Street, #106
Hialeah, Florida 33012-3602

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, is:

35 NW 54TH ST, L.C.
419 West 49th Street, #106
Hialeah, Florida 33012-3602

4. The name and business address of the sole general partner of the Limited Partnership is:

35 NW 54TH ST, L.C. L96000001101
419 West 49th Street, #106
Hialeah, Florida 33012-3602

5. The mailing address for the Limited Partnership is:

419 West 49th Street, #106
Hialeah, Florida 33012-3602

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2095.

The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the sole general partner of the Limited Partnership as of October 15, 1996.

35 NW 54TH ST, L.C.
a Florida limited liability company

By: 
JAMES Q. FISHER, a Manager

This instrument prepared by:

George J. Albourn, Esquire
Florida Bar No. 000948
420 Lincoln Road, Suite 315
Miami Beach, FL 33139-3014
Telephone: 305-531-3469

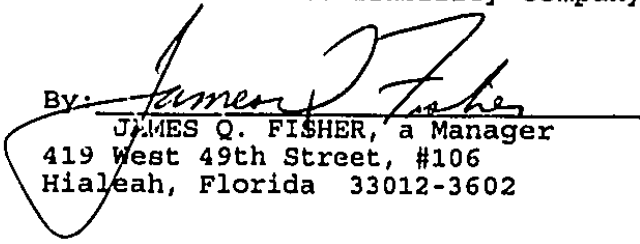
95 OCT 16 AM 10:14
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, as a Manager and on behalf of 35 NW 54TH ST, L.C., a Florida limited liability company (the "Company"), which has been designated as registered agent for 35 NW 54TH ST, LTD., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that the Company will accept service of process for and on behalf of the Limited Partnership and that the Company will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: October 15, 1996

35 NW 54TH ST, L.C.
a Florida limited liability company

By: 
JAMES Q. FISHER, a Manager
419 West 49th Street, #106
Hialeah, Florida 33012-3602

FILED
95 OCT 16 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, JAMES Q. FISHER, as a Manager of 35 NW 54TH ST, L.C., a Florida limited liability company (the "Company"), which is the sole general partner of 35 NW 54TH ST, LTD., a Florida limited partnership (the "Limited Partnership"), who, deposes and says as follows on behalf of the Company:

1. Affiant is a Manager and duly authorized to act on behalf of the Company, which is the sole general partner of the Limited Partnership.

2. As of the date hereof, the limited partner of the Limited Partnership has actually contributed to the Limited Partnership an aggregate of \$760,000 of capital contributions, which are all of the capital contributions anticipated to be contributed to the Limited Partnership by its limited partner.

Under penalties of perjury, Affiant declares that Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

FURTHER AFFIANT SAYS NAUGHT.

Dated: October 15, 1996


JAMES Q. FISHER

96 OCT 16 AM 10: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED