



A96000002015

GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.  
ATTORNEYS AT LAW

C & FILE NUMBER: 3516.1  
WRITER'S DIRECT DIAL NUMBER: (407) 650-0726

FILED  
OCT 28 AM 11:23  
TALLAHASSEE, FLORIDA

October 25, 1996

Florida Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

000001988180--4  
-10/29/96--01057--003  
\*\*\*1837.50 \*\*\*1837.50

Re: Valdes Investment Limited Partnership

Dear Sir or Madam:

CM

Enclosed please find the original and a duplicate of the Certificate of Limited Partnership, along with the Affidavit of Capital Contributions and Acceptance of Registered Agent form, for the above mentioned limited partnership. Also enclosed is a check made payable to the Florida Secretary of State in the amount of \$1,875.00 representing the filing fees for: the Limited Partnership, certified copy of the Certificate of Limited Partnership and Registered Agent fee.

The original is to be filed in your office and the copy certified and returned to the undersigned at this office in the envelope provided.

Please call me if there is any reason why the Certificate will not be filed immediately. Thank you for your assistance.

Very truly yours,

Rose Carbone  
Legal Assistant

Enclosures

cc: Stephen G. Vogelsang, Esq.

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
VALDES INVESTMENT LIMITED PARTNERSHIP  
a Florida limited partnership**

The undersigned general partner, desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620.108, Florida Statutes, hereby certifies the following:

1. **Name of Partnership.** The name of the Partnership is as follows:

Valdes Investment Limited Partnership

2. **Address of Record Keeping Office.** The address of the record keeping office of the Partnership in the State of Florida is as follows:

1515 S. Flagler Drive, Suite 2401  
West Palm Beach, FL 33401

3. **Registered Office and Agent.** The name and address of the agent for service of process on the Partnership is as follows:

Valdes-Fauli Corporate Services, Inc. P94000011469  
777 S. Flagler Drive  
Suite 500 East  
West Palm Beach, Florida 33401

4. **Name and Business Address of General Partner.** The name and business address of the general partner is as follows:

Valdes Investments, Inc. P96000088221  
1515 S. Flagler Drive, Suite 2401  
West Palm Beach, FL 33401

5. **Mailing Address.** The mailing address of the Partnership is as follows:

1515 S. Flagler Drive, Suite 2401  
West Palm Beach, FL 33401

6. **Latest Date Upon Which Partnership Is To Dissolve.** The latest date upon which the Partnership is to dissolve is December 31, 2046.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed

FILED  
95 DEC 28 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

by John T. Valdes, President of Valdes Investments, Inc., a Florida corporation, as general partner of Valdes Investment Limited Partnership, this 25<sup>th</sup> day of October, 1996.

VALDES INVESTMENTS, INC., a  
Florida Corporation, General Partner of  
Valdes Investment Limited Partnership, a  
Florida limited partnership

By: 

John T. Valdes

Its: President

FILED  
96 OCT 28 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for **Valdes Investment Limited Partnership**, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Partnership and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

**REGISTERED AGENT:**

**VALDES-FAULI CORPORATE  
SERVICES, INC.**

By:   
Michael V. Mitrione, Vice President

FILED  
96 OCT 28 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the Undersigned, personally appeared John T. Valdes, President of Valdes Investments, Inc., general partner of Valdes Investment Limited Partnership, a Florida limited Partnership (the "Partnership"), who certifies as follows:

1. The total amount of capital contributions of the limited partners to the Partnership is \$4,000,000.
2. The limited partners do not anticipate making any additional capital contributions to the Partnership.

This 25<sup>th</sup> day of October, 1996.

FURTHER AFFIANT SAITH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

VALDES INVESTMENTS, INC., a Florida Corporation, General Partner of VALDES INVESTMENT LIMITED PARTNERSHIP, a Florida limited partnership

By: \_\_\_\_\_

John T. Valdes

Its: President

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared John T. Valdes, President of Valdes Investments, Inc., General Partner of Valdes Investment Limited Partnership, known to me and know by me to be the person who executed the foregoing Instrument, and he acknowledged to me and before me that he executed this Instrument as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25<sup>th</sup> day of October, 1996.



\_\_\_\_\_  
Notary Public  
State of Florida at Large  
My Commission Expires:

FILED  
96 OCT 28 AM 11:23  
TALLAHASSEE, FLORIDA  
CLERK OF THE COURT