

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

800-342-8086

A96000002223



PRESTIGE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 177059 105772A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 5, 1996

ORDER TIME : 11:39 AM

ORDER NO. : 177059-005

CUSTOMER NO: 105772A

CUSTOMER: Mr. Henry Batievsky  
AMERICAN EQUITY PROPERTIES  
INC.  
Suite 600  
19495 Biscayne Boulevard  
Aventura, FL 33180

300002024999--2  
-12/10/96--01127--009  
\*\*\*\*104.30 \*\*\*\*104.30

DOMESTIC FILING

NAME: AEP DADE, LTD.

EFFECTIVE DATE:

       ARTICLES OF INCORPORATION  
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

FILED  
SECRETARY OF CORPORATION  
DIVISION-5 PM 3:21  
96DEC-5

G. TAX 69.30  
FILING 35.00  
R. AGENT FEE         
D. COPY 104.30  
TOTAL         
R. BOOK         
BALANCE DUE         
REFUND       

RECEIVED  
96DEC-5 PM 2:37  
DIVISION OF CORPORATION

13K  
12/5/96

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
AEP DADE, LTD.**

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is AEP DADE, LTD.
2. The address of the office of the Partnership is One Turnberry Place, 19495 Biscayne Boulevard, Suite 600, Aventura, Florida 33180.
3. The name and address of the agent for service of process on the Partnership is HENRY BATIEVSKY, ESQ., One Turnberry Place, 19495 Biscayne Boulevard, Suite 600, Aventura, Florida 33180.
4. The name and business address of the corporate General Partner is AMERICAN EQUITY PROPERTIES, INC., One Turnberry Place, 19495 Biscayne Boulevard, Suite 600, Aventura, Florida 33180. *V47794*
5. The mailing address of the Partnership is One Turnberry Place, 19495 Biscayne Boulevard, Suite 600, Aventura, Florida 33180.
6. The latest date upon which the Partnership shall dissolve is June 30, 2080.
7. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.
8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by (a) BERNARDO BATIEVSKY, as President of AMERICAN EQUITY PROPERTIES, INC., a Florida corporation, as the General Partner of AEP DADE, LTD. or (b) an authorized corporate officer, of AMERICAN EQUITY PROPERTIES, INC., a Florida corporation, as General Partner of AEP DADE, LTD.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of AEP DADE, LTD. this 4th day of December, 1996.

**GENERAL PARTNER**

AMERICAN EQUITY PROPERTIES, INC.,  
a Florida corporation

By: 

BERNARDO BATIEVSKY, PRESIDENT

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for AEP DADE, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of Registered Agent.

**REGISTERED AGENT**

By: 

HENRY BATIEVSKY

FILED  
STATE  
SECRETARY OF CORPORATIONS  
DIVISION  
DEC-5 PM 3:21

STATE OF FLORIDA     )  
                                  )     SS:  
COUNTY OF DADE     )

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC -5 PM 3:27

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

**BEFORE ME**, the undersigned authority, personally appeared **BERNARDO BATIEVSKY**, as President of American Equity Properties, Inc., a Florida corporation, which is the General Partner of AEP Dade, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", One Turnberry Place, 19495 Biscayne Boulevard, Suite 600, Aventura, Florida 33180, who upon being fully sworn, certified as follows:

The Limited Partners have made capital contributions in the amount of \$9,900.00 and will not make any additional capital contributions.

**FURTHER AFFIANT SAITH NAUGHT**

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

**GENERAL PARTNER:**

**AMERICAN EQUITY PROPERTIES,  
INC., a Florida corporation**

By:

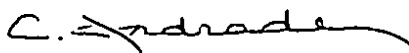
  
**BERNARDO BATIEVSKY**  
President

Dated:           December 4, 1996

The foregoing instrument was acknowledged before me this 8th day of June, 1994, by **BERNARDO BATIEVSKY**, as President of American Equity Properties, Inc., a Florida corporation, the General Partner of the Partnership, who is personally known to me.



C. ANDRADE  
My Comm Exp. 4/06/98  
Bonded By Service Ins  
No. CC362050

  
Notary Public, State of Florida  
at Large

Claudia Andrade  
Print/Type or Stamp Notary Name  
Commission No. (if any) CC362050

My Commission Expires:

4/6/98