

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904 222-1111
904 222-1111

800-342-8086

A96000002406



ACCOUNT NO. : 072100000032

REFERENCE : 196637 4303929

AUTHORIZATION :

COST LIMIT : \$ 140.00

Patricia Pizant

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 DEC 20 PM 12:20

ORDER DATE : December 20, 1996

ORDER TIME : 9:42 AM

ORDER NO. : 196637-005

CUSTOMER NO: 4303929

700002034627--9

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: PO LIMITED PARTNERSHIP

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

346

12/20/96

RECEIVED
96 DEC 20 AM 10:32
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 20, 1996

KATHY DRAKE
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: PO LIMITED PARTNERSHIP
Ref. Number: W96000026755

RESUBMIT
Please give original
submission date as file date.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 20 PM 12:20

We have received your document for PO LIMITED PARTNERSHIP and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 596A00056812

RECEIVED
95 DEC 23 AM 11:23
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP

OF

OP OF MIAMI LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 20 PM 4 20

Pursuant to Section 620.108 of the Revised Uniform Limited Partnership Act (the "Act"), the undersigned being all of the General Partners of OP OF MIAMI LIMITED PARTNERSHIP, hereby duly execute and file with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is OP OF MIAMI LIMITED PARTNERSHIP
2. The business address and the mailing address of the limited partnership is 3155 N.W. 77th Avenue, Miami, Florida 33122.
3. The name of the registered agent for service of process required by Section 620.105 of the Act is Jerrold A. Wish.
4. The Florida street address for the registered agent is 1221 Brickell Avenue, Suite 2400, Miami, Florida 33131.
5. **Agent Acceptance of Appointment of Registered**

Having been named the statutory registered agent of OP OF MIAMI LIMITED PARTNERSHIP, at the place designated in this Certificate of Limited Partnership of OP OF MIAMI LIMITED PARTNERSHIP, I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by Section 620.192 of the Act and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.


Jerrold A. Wish, Registered Agent

- 996000002361
6. The name and business address of the general partner is as follows: OP ACQUISITION CORP., 3155 N.W. 77th Avenue, Miami, Florida 33122.
 7. The latest date upon which the limited partnership is to dissolve is December 31, 2016.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on this 20th day of December, 1996 in accordance with Section 620.114 of the Act.

OP ACQUISITION CORP.,
a Florida corporation, general partner


By: Richard Layfield, Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 20 PM 12:21

AFFIDAVIT

The undersigned, being the sole General Partner of OP OF MIAMI PARTNERSHIP PARTNERSHIP, a Florida limited partnership, hereby certifies as follows:

1. The amount of capital contributions to date of the limited partners is \$0.00.
2. The total amount of contributed and anticipated to be contributed by the limited partners at this time totals \$ 100.00.

FURTHER AFFIANT SAYETH NOT.

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.

OP ACQUISITION CORP.,
a Florida corporation, general partner


By: Richard Layfield, Vice President