

LAW OFFICES OF JACK SACKS, P.A.
 REAL PROPERTY LAW, ESTATE PLANNING & PERSONAL INJURY

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 BOCA RATON, FLORIDA 33431

JACK SACKS, Esquire

A97000002128

September 29, 1997

Secretary of State
 Division of Corporations
 P.O. Box 6327
 Tallahassee, FL 32314

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 -09/30/97--01053--001
 ****140.00 ****140.00

RE: Golden Star Management, Ltd.

Dear Ladies or Gentlemen:

Enclosed is the Certificate of Limited Partnership of Golden State Management, Ltd., a Florida limited partnership for filing with the Division of Corporations of the Secretary of State.

Also enclosed is our check made payable to the Secretary of State in the amount of \$140.00 representing the filing fee of \$87.50 and the certified copy fee of \$52.50.

We request that a certified copy of the Certificate of Limited Partnership be returned to our office as soon as possible.

If you have any questions, please do not hesitate to contact our office.

Very truly yours,

JS
 Jack Sacks

FILED
 97 SEP 30 AM 12:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Name	
Availability	
Document	
Examiner	JS/ma DCC
Number	enclosures DCC
Number	golden\secy_ltr DCC
Verifyer	
Acknowledgement	DCC
W. P. Verifyer	DCC

21-000

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
GOLDEN STAR MANAGEMENT, LTD.
a Florida limited partnership**

ORIGINAL

The undersigned general partner desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby state the following:

1. The name of the limited partnership is GOLDEN STAR MANAGEMENT, LTD. (the "Partnership").

2. The address of the office of the Partnership is 2663 SW 181 TERRACE, MIRAMAR, FLORIDA 33029.

3. The name and address of the agent for service of process on the Partnership is GOLDEN STAR MANAGEMENT, Inc., 2663 SW 181 TERRACE, MIRAMAR, FLORIDA 33029.

4. The name and business address of each general partner is as follows:

P97000071502
GOLDEN STAR MANAGEMENT, INC., 2663 SW 181 TERRACE, MIRAMAR, FLORIDA, 33029

5. The mailing address of the Partnership is 2663 SW 181 TERRACE, MIRAMAR, FLORIDA 33029.

6. The latest date upon which the Partnership will dissolve is December 31, 2050.

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.

This Certificate of Limited Partnership has been executed by the sole General Partner of GOLDEN STAR MANAGEMENT, LTD. this *29th* day of *Sept.*, 1997.

GENERAL PARTNER:

GOLDEN STAR MANAGEMENT, INC., A
FLORIDA CORPORATION

By: *Mario Behar*
Title: PRESIDENT

SEP 30 1997 12:00 PM
FILED
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for GOLDEN STAR MANAGEMENT, 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.

Executed this 29th day of Sept., 1997.

REGISTERED AGENT

GOLDEN STAR MANAGEMENT, INC., A
FLORIDA CORPORATION

BY: Maximo Behar
TITLE: President

97 SEP 30 AM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of GOLDEN STAR MANAGEMENT, LTD., a Florida limited partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$100.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 100.

Executed this 29 day of Sept., 1997.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

GOLDEN STAR MANAGEMENT, INC., A
FLORIDA CORPORATION

By: Yarid Behar
Title: PRESIDENT

FILED
97 SEP 29 AM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA