

A97000002180



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 559265 4320025

AUTHORIZATION :

Patricia Fyffe

COST LIMIT : \$ 367.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -9 PM 12:50

ORDER DATE : October 9, 1997

ORDER TIME : 9:24 AM

ORDER NO. : 559265-005

300002315853--5

CUSTOMER NO: 4320025

CUSTOMER: Ms. Lourdes C. Cambo
PACKMAN, NEUWAHL & ROSENBERG

1500 San Remo Avenue
Suite 125
Coral Gables, FL 33146

FILED
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DIVISION OF CORPORATIONS
97 OCT -9 PM 12:50

DOMESTIC FILING

NAME: FLICK INVESTMENTS, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

RECEIVED
97 OCT -9 AM 10:01
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK
10/9/97

FLICK INVESTMENTS, LTD.
CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to § 620.108 of the Florida Statutes, the undersigned person, desiring to form a Florida Limited Partnership, hereby swears to and affirms as follows:

1. The name of the Limited Partnership shall be FLICK INVESTMENTS, LTD.

2. The character of the business is the acquisition, development, ownership, renting, operation, and/or disposition by sale or exchange of real and/or personal property and/or any other lawful enterprise.

3. The location of the principal place of business is 2601 South Bayshore Drive, Suite 1225, Coconut Grove, Florida 33133. The name and address of the agent for service of process is JERRY G. FLICK, 2601 South Bayshore Drive, Suite 1225, Coconut Grove, Florida 33133.

4. The name and business address of the General Partner shall be as follows:

Flick Investments, Inc.
2601 South Bayshore Drive
Suite 1225
Coconut Grove, Florida 33133

5. The mailing address for the Limited Partnership shall be as follows:

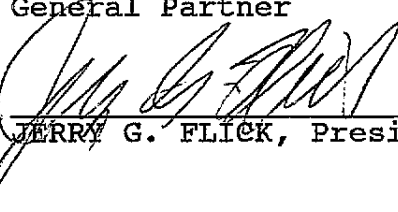
Flick Investments, Ltd.
2601 South Bayshore Drive
Suite 1225
Coconut Grove, Florida 33133

6. The term of the Partnership shall commence upon the filing of this Certificate of Limited Partnership with the Secretary of State of the State of Florida, and it shall continue for fifty (50) years from such filing, unless otherwise terminated or extended in accordance with the provisions of the Partnership Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Certificate of Limited Partnership on the 6 day of OCTOBER, 1997, effective upon filing same with the Florida Department of State.

FLICK INVESTMENTS, INC.,
General Partner

BY:


JERRY G. FLICK, President

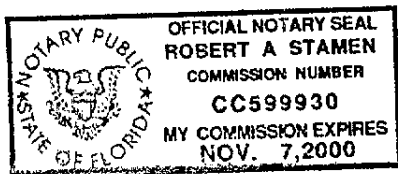
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -9
PM 3:50

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STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -9 PM 12:50

The foregoing instrument was acknowledged before me this 6 day of October, 1997, by JERRY G. FLICK, President of FLICK INVESTMENTS, INC., who did execute the foregoing Certificate of Limited Partnership as General Partner, who is personally known to me, or who has produced _____ as identification, and being first duly sworn, acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.



Robert A. Stamen
Signature - NOTARY PUBLIC

Robert A. Stamen
Printed Name of NOTARY PUBLIC

Commission Number

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for FLICK INVESTMENTS, LTD., a Florida limited 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

Jerry G. Flick
JERRY G. FLICK

CERTIF.FII
20/5*4970

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -9 PM 3:50

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared JERRY FLICK, President of FLICK INVESTMENTS, INC., the general partner of FLICK INVESTMENTS, LTD., a Florida limited partnership (hereinafter referred to as the "Partnership"), who upon being sworn, certified as follows:

The amount of initial capital contributions of the limited partners is \$100. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 40,000.00.

This 6 day of OCTOBER, 1997.

FURTHER AFFIANT SAYETH NAUGHT.

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

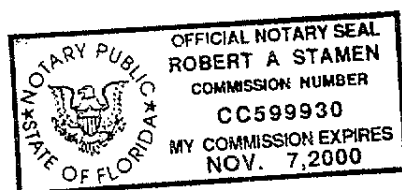
FLICK INVESTMENTS, INC.,
General Partner

BY:

JERRY G. FLICK, President

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 6th day of OCTOBER, 1997, by JERRY G. FLICK, President of FLICK INVESTMENTS, INC., who did execute the foregoing Affidavit of Capital Contributions as General Partner, who is personally known to me, or who has produced _____ as identification, and being first duly sworn, acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.



Robert A. Stamen
Signature - NOTARY PUBLIC

Robert A. Stamen
Printed Name of NOTARY PUBLIC

Commission Number