



THE UNITED STATES  
CORPORATION  
COMPANY

# A97000002182

ACCOUNT NO. : 072100000032

REFERENCE : 559424 4303929

AUTHORIZATION :

*Patricia Pujols*

COST LIMIT : \$ 140.00

ORDER DATE : October 9, 1997

ORDER TIME : 10:05 AM

ORDER NO. : 559424-010

CUSTOMER NO: 4303929

900002316169--9

CUSTOMER: Ms. Jazmine Roman  
GREENBERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
21st Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: OMNI RETAIL HOLDINGS, 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: Kim Clemons

EXAMINER'S INITIALS:

*BK*

10/9/97

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT -9 PM 1:14

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DIVISION OF CORPORATIONS  
97 OCT -9 AM 11:30

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
OMNI RETAIL HOLDINGS, LTD.**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and §620.108 of the Florida Statutes, the undersigned, being the sole General Partner of OMNI RETAIL HOLDINGS, LTD., hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is OMNI RETAIL HOLDINGS, LTD.
2. The business address and the mailing address of the limited partnership is 3250 Mary Street, Fifth Floor, Miami, Florida 33133.
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is:

**Corporation Service Company**

4. The Florida street address for the registered agent is:

**1201 Hays Street  
Tallahassee, FL 32301**

5. **Acceptance of Appointment of Registered Agent:**

Having been named the statutory registered agent of OMNI RETAIL HOLDINGS, LTD. at the place designated in this Certificate of Limited Partnership of OMNI RETAIL HOLDINGS, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

CORPORATION SERVICE COMPANY,  
Registered Agent

By: Karen B. Rozar  
Its: **Karen B. Rozar As Its Agent**

Dated: September \_\_, 1997.

6. The name and business address of the general partner is as follows:

Omni Retail Holdings Genpar, Inc.  
3250 Mary Street, Fifth Floor  
Miami, FL 33133

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7. The latest date upon which the limited partnership is to dissolve is December, 2047.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on the 8 day of September, 1997 in accordance with §620.114 of the Florida Statutes.

OMNI RETAIL HOLDINGS GENPAR  
INC., General Partner



Sherwood M. Weiser, President

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### AFFIDAVIT

**THE UNDERSIGNED**, constituting the sole general partner of OMNI RETAIL HOLDINGS, LTD., a Florida Limited Partnership, hereby certifies as follows:

1. The amount of capital contributions to date of the limited partners is: \$-0-.
2. The total amount 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.

OMNI RETAIL HOLDINGS GENPAR,  
INC., General Partner



Sherwood M. Weiser, President