

A97000002506

Charter Number Only

11/18/97 Andy K.
 Requestor's Name Jonathan Green
999 Brickell Plaza #700
 Address Miami, FL 33131
 City State ZIP Phone
#372-5100

200002954552--B
 -11/21/97--01101--008
 ***1837.50 ***1837.50

VALIDATION ONLY

FILED
 97 NOV 19 AM 11:41
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

CORPORATION(S) NAME

The Hessel Family Limited Partnership

RECEIVED
 97 NOV 19 AM 10:19
 DIVISION OF CORPORATION

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Mail Out

| |
|----------------|
| Name |
| Availability |
| Document |
| Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

certified copy

G. TAX _____
 FILING 17.50.00
 R. AGENT FEE 31.00
 C. COPY 52.50
 TOTAL 101.00
 N. BANK _____
 BALANCE DUE _____
 REFUND _____

FILED
 97 NOV 19 AM 11:41
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

Empire Toll Free: 1-800-432-3028

CERTIFICATE OF LIMITED PARTNERSHIP

OF

THE HESSEL FAMILY LIMITED PARTNERSHIP

FILED
97 NOV 19 AM 11:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The parties hereto do hereby certify that an Agreement was made effective the 17 day of NOVEMBER, 1997, at Miami, Florida, by the following, herein called "General Partner":

FRANK JAY HESSEL

And by the following, hereinafter referred to as "Limited Partners":

**FRANK JAY HESSEL, JODI M. HESSEL, and the Trustee(s) of the
HESSEL FAMILY IRREVOCABLE TRUST**

The parties hereto, on the date described above, formed a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act.

1. **Name.** The Name of the Limited Partnership is **THE HESSEL FAMILY LIMITED PARTNERSHIP.**
2. **Principal Place of Business.** The location of the principal place of business of the Limited Partnership is 2000 South Bayshore Drive, Villa #31, Coconut Grove, Florida 33131. This is also the mailing address.
3. **Registered Agent and Office.** The registered agent for service of process for this Limited Partnership is FRANK JAY HESSEL at 2000 South Bayshore Drive, Villa #31, Coconut Grove, Florida 33131.
4. **The General Partner.** The General Partner of the Limited Partnership is:

Prepared By: JONATHAN H. GREEN, ESQ.
799 Brickell Plaza, Suite 700
Miami, Florida 33131
Florida Bar Number: 307513

LAW OFFICES JONATHAN H. GREEN & ASSOCIATES, P.A.

General Partner

Business Address

FRANK JAY HESSEL

2000 South Bayshore Drive
Villa #31
Coconut Grove, Florida 33131

5. **Term.** The Limited Partnership shall begin on the date this certificate is filed with the Florida Department of State and shall continue for a period of forty-five (45) years thereafter unless sooner dissolved by law or by agreement of the parties hereto.

6. **Authority to Execute and File this Certificate.** The General Partner acknowledges and states that he is authorized to execute and file this Certificate for and on behalf of THE HESSEL FAMILY LIMITED PARTNERSHIP.

EXECUTED IN DUPLICATE ORIGINAL this 17th day of NOVEMBER 1997

General Partner:
FRANK JAY HESSEL

By: [Handwritten Signature]
FRANK JAY HESSEL

FILED
97 NOV 19 AM 11:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, on this day personally appeared FRANK JAY HESSEL (known to me to be the person whose name is subscribed to the foregoing instrument or produced _____) and has acknowledged to me that he executed the same for the purposes and considerations therein expressed and as the authorized representative of THE HESSEL FAMILY LIMITED PARTNERSHIP.

GIVEN UNDER MY HAND and seal of office, this 17th day of NOVEMBER 1997.

OFFICIAL NOTARY SEAL
ANDREW I LEWIS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC563631
MY COMMISSION EXP. JUNE 19 2000

[Handwritten Signature]
Notary Public

Andrew I. Lewis
(Printed or Typed Name of Notary)

My Commission Expires: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

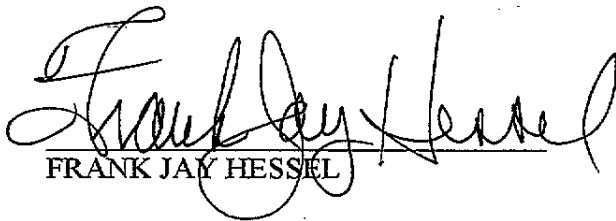
Pursuant to Chapter 620.105 Florida Statutes, the following is submitted in accordance with said Act:

That THE HESSEL FAMILY LIMITED PARTNERSHIP, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Certificate of Limited Partnership in the City of Coconut Grove, County of Dade, State of Florida, has named FRANK JAY HESSEL whose address is 2000 South Bayshore Drive, Villa #31, Coconut Grove, Florida 33131, as its agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above limited partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 17th day of NOVEMBER, 1997.


FRANK JAY HESSEL

FILED
NOV 19 AM 11:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED
97 NOV 19 AM 11:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned constituting all of the general partners of

THE HESSEL FAMILY LIMITED PARTNERSHIP, a Florida Limited

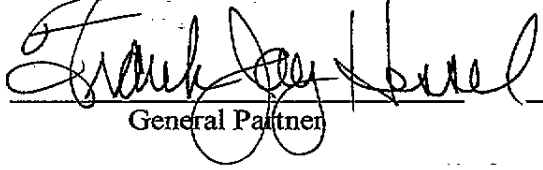
Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 0.00

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 5,000,000.00

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.



General Partner

General Partner

General Partner

General Partner

General Partner

General Partner

This 17th day of NOVEMBER, 1997