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3. (Corporation)	Name)	(Document #)	SEE TO
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NEWFILINGS	AMENDMENTS		בייים. בייים
Profit	Amendment		RECEIVED 97 NOV 21 AMII: 09 91 NOV 21 CORPORATION
NonProfit	Resignation of R.A., Officer/ I	Director	RECEIVED 1 NOV 21 MIII: 18:1011 OF CORPOR.
Limited Liability	Change of Registered Agent		22 E
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Other	Merger		IVED AMII: 09
OTHER FILINGS Annual Report Fictitious Name Name Reservation	REGISTRATION/ ROUALIFICATION Foreign Limited Partnership Reinstatement Trademark	F (TILING 1750 CU R. AGENT FEE 35 CU C. COPY 52-70 TOTAL 837.50 N. PANK BALANCE DUE
	Other		11/2/97

CR2E031(1/95)

Examiner's Initials

CERTIFICATE OF LIMITED PARTNERSHIP OF ACP-LAURICH PARTNERSHIP, LTD.

The undersigned general partner represents that it has formed a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act"), and that it has executed this Certificate of Limited Partnership pursuant to the foregoing Act and states herein as follows:

I. Name

The name of the limited partnership is:

ACP-LAURICH PARTNERSHIP, LTD.

II. Records of the Partnership

The address of the office in Florida at which place the records of the partnership shall be maintained is as follows:

201 East Pine Street, Suite 701 Orlando, Florida 32801

III. Registered Agent

The address of the registered office of the partnership and the name of the registered agent for service of process located at that office is as follows:

Intrastate Registered Agent Corporation, Inc. 701 Brickell Avenue, Suite 3000 Miami, Florida 33131

IV. General Partner

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

Laurich, Inc. 201 East Pine Street, Suite 701 Orlando, Florida 32801

p97000099054

V. Mailing Address

The mailing address of the partnership is as follows:

c/o Laurich, Inc. 201 East Pine Street, Suite 701 Orlando, Florida 32801

VI. <u>Dissolution</u>

The latest date on which the partnership is to dissolve is December 31, 2047.

WHEREFORE, the undersigned, the General Partner of the partnership, has executed this Certificate of Limited Partnership on November 20, 1997.

GENERAL PARTNER:

Laurich, Inc., a Florida corporation

Name: Kenneth D. Kossow

Title: Incorporator

LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED. IN COMPLIANCE WITH SECTION 620.105, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT <u>ACP-Laurich Partnership</u>, Ltd.
(Name of Limited Partnership)

WITH ITS PLACE OF BUSINESS AT 201 East Pine Street, Suite 701, Orlando EL 3280

HAS NAMED Intrastate Registered Agent Corporation, Inc., a Florida corporation (Name of Registered Agent)

LOCATED AT 701 Brickell Avenue, Suite 3000, Miami, Florida 33131
(Street Address and Number of Building, Post
Office Box Addresses ARE NOT Acceptable)

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

GENERAL PARTNER:

Laurich, Inc., a Florida corporation

By: A. house Name: Kenneth D. Kossovy

Name: Kenneth D. Kossow

Title: Incorporator

Date: November 20, 1997

Having been named to accept Service of Process for the above-stated Limited Partnership, at the place designated in this certificate, Intrastate Registered Agent Corporation, Inc., a Florida corporation, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and accepts the duties and obligations of Section 620.192, Florida Statutes.

REGISTERED AGENT:

Intrastate Registered Agent Corporation, Inc., a Florida

corporation

By:

Name: Steven H. Hager

Title: Vice President
Date: November 20, 1997

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

I, Kenneth D. Kossow, having been sworn, hereby declare and certify that I am Incorporator of Laurich, Inc., a Florida corporation, which corporation is the sole general partner of ACP-Laurich Partnership, Ltd., a Florida limited partnership (the "Partnership"), and that:

- 1. The amount of the initial capital contributions of the limited partners of the Partnership is \$-0-.
- 2. The total amount of capital anticipated to be contributed by the limited partner of the Partnership is \$3,000,000.00.

This 20th day of November, 1997

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

Laurich, Inc., a Florida corporation

By: Kenneth D. Kossow

Title: Incorporator

Date: November 20, 1997

STATE OF FLORIDA COUNTY OF DADE

I am a Notary Public authorized to administer oaths and to take acknowledgements in and for the state and county set forth above. The foregoing Affidavit of Capital Contributions was acknowledged, subscribed, and sworn to before me by Kenneth D. Kossow on this 20 day of November, 1997.

Personally known My COMMISSION # CC450978 EXPIRES

Personally known April 5, 1999

Produced Talentrication Bonded Thru Troy Fain Histrance, Inc.

Type of Identification

Notary Public - State of Florida

Print Notary Name:
My Commission Number is:

My Commission Expires: