



THE UNITED STATES
CORPORATION
COMPANY

A97000002715

ACCOUNT NO. : 072100000032

REFERENCE : 631161 108588A

AUTHORIZATION :

COST LIMIT : \$ ~~140.00~~ 140.00

ORDER DATE : December 11, 1997

ORDER TIME : 10:48 AM

ORDER NO. : 631161-005

CUSTOMER NO: 108588A

CUSTOMER: Stanley E. Israel, Esq
STANLEY E. ISRAEL, PA

450 North Park Road, Suite 805

Hollywood, FL 33021

FILED
97 DEC 11 PM 3:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOMESTIC FILING

NAME: IRELAND CHARLESTON, 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: Jeanine Glisar

EXAMINER'S INITIALS:

12/9/97
BK

RECEIVED
97 DEC 11 AM 11:30
DIVISION OF CORPORATION

600002369266--2

(8)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 11, 1997

JEANINE GLISAR
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: IRELAND CHARLESTON, LTD.
Ref. Number: W97000027735

1
97 DEC 11 PM 3:09
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RESUBMIT
Please give original
submission date as file date.

We have received your document for IRELAND CHARLESTON, LTD. and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

Limited partnerships are not required to file their AGREEMENTS with the Division of Corporations. Unless there is some special reason why this partnership wants its AGREEMENT to be made a matter of public record, please do NOT return the AGREEMENT.

We DO need the CERTIFICATE OF LIMITED PARTNERSHIP and the AFFIDAVIT OF CAPITAL CONTRIBUTIONS.

On the AFFIDAVIT, this partnership states that a total of \$990.00 has been contributed by the LIMITED PARTNERS. The AFFIDAVIT must also state the TOTAL ANTICIPATED LIMITED PARTNER CONTRIBUTION AMOUNT. This AMOUNT should not include any contributions being made by GENERAL PARTNERS.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 097A00058424

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
97 DEC 11 PM 3:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

December 15, 1997

JEANINE GLISAR
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: IRELAND CHARLESTON, LTD.
Ref. Number: W97000027735

We have received your document for IRELAND CHARLESTON, LTD. and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

We have **RETAINED NO DOCUMENTS** for this filing. All the documents have been returned to your office.

In order to file this we must have **THE AFFIDAVIT** -- which is being returned to you -- and the **CERTIFICATE OF LIMITED PARTNERSHIP**, and the **R.A.** acceptance, if that is on a separate page.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 997A00058851

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned Partners hereby make, acknowledge and file this certificate of Limited Partnership for IRELAND CHARLESTON, LTD., hereinafter referred to as the "Partnership".

97 DEC 11 PM 3:09
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. **NAME OF PARTNERSHIP.** The name of the Partnership is IRELAND CHARLESTON, LTD.
2. **CHARACTER OF BUSINESS.** The business and purpose of the Partnership is to engage generally in the real estate business; to acquire, own, operate and hold real estate for investment, to improve or develop real estate; to construct, alter, or repair buildings or structures on real estate; and to carry on such other activities in furtherance of said business as are not prohibited by law.
3. **LOCATION OF PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS.** The principal place of business of the Partnership shall be located at 12000 Biscayne Boulevard, PH810, Miami, Florida 33181, or such other place or places as the General Partner may, from time to time, determine.
4. **THE NAME AND OFFICE ADDRESSES OF THE AGENT FOR SERVICE OF PROCESS.**

R. Scott Ireland
12000 Biscayne Boulevard, PH810
Miami, FL 33181

5. **NAME AND PLACE OF RESIDENCE OF PARTNERS.**

A. The name and place of residence of the General Partner is as follows:

897000093913
Ireland Charleston, Inc., a Florida corporation
12000 Biscayne Boulevard, PH810
Miami, FL 33181

B. The name and place of residence of the Limited Partners are as follows:

Magnolia Land Development, Inc.
c/o Tracey Glusman, President
439 1/2 King Street
Charleston, South Carolina 29401

DD & A Land Development, Inc.
c/o Gary Glusman, President
439 ½ King Street
Charleston, South Carolina 29401

Thomas K. Ireland
12000 Biscayne Boulevard, PH810
Miami, FL 33181

R. Scott Ireland
12000 Biscayne Boulevard, PH810
Miami, FL 33181

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TALLAHASSEE FLORIDA

6. **TERM.** The existence of the Partnership shall commence on the date that the within Certificate of Limited Partnership is duly filed as required by law and shall continue in existence until December 31, 2050, unless sooner terminated as provided in the Agreement of Limited Partnership.

7. **CAPITAL CONTRIBUTIONS OF GENERAL AND LIMITED PARTNERS.** The General and the Limited Partners will each contribute the following cash amounts to the capital of the Partnership.

<u>General Partner</u>	<u>Contribution</u>
Ireland Charleston, Inc.	\$ 10.00
<u>Limited Partner</u>	<u>Contribution</u>
Magnolia Land Development, Inc.	\$ 250.00
DD & A Land Development, Inc.	\$ 150.00
Thomas K. Ireland	\$ 500.00
R. Scott Ireland	\$ 90.00
Total Capital Contribution	\$1,000.00

8. **ADDITIONAL CONTRIBUTION.** The Limited Partners shall have no responsibility or liability for additional contributions to the capital of the Partnership.

9. **RETURN OF CONTRIBUTIONS.** The contribution of each Partner is to be returned as provided in the Agreement of Limited Partnership.

10. **DIVISION OF PROFITS.** Net profits and losses of the Partnership for any year shall be allocated to Partners in accordance with the Agreement of Limited Partnership.

11. ASSIGNEE OF LIMITED PARTNER. No Limited Partner shall have a right to substitute an assignee as a contributor in his place except with the prior written consent of the General Partner and as provided in the Agreement of Limited Partnership.

12. ADDITIONAL LIMITED PARTNERS. No additional Limited Partners may be admitted, except with the consent of the General Partner and in accordance with the Agreement of Limited Partnership.

13. RIGHT OF PRIORITY. No Limited Partner shall have the right to priority over any other Limited Partner with respect to contributions or with respect to compensation by way of income.

14. CONTINUATION OF BUSINESS OF PARTNERSHIP. In the event of the death, incompetency, bankruptcy or retirement of any General partner, the Partnership shall terminate as of the close of business on the last day of the calendar year in which such event occurs unless the holders of the requisite percentage of Limited Partnership interests elect to continue the Partnership business and substitute a new General Partner, all in the manner as is provided in the Agreement of Limited Partnership.

15. RETURN OF CONTRIBUTION OTHER THAN CASH. No Limited Partner shall have the right to demand and receive property other than cash in return for his contribution.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals as of the 5th day of November, 1997.

GENERAL PARTNER:

IRELAND CHARLESTON, INC.
a Florida corporation

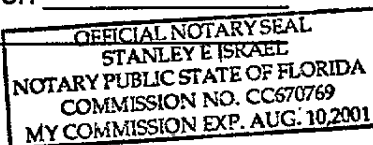
By: [Signature]
R. Scott Ireland, President

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 10th day of Dec, 1997 by R. SCOTT IRELAND, President of IRELAND CHARLESTON, INC., a Florida corporation.

[Signature]
NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires: _____
Personally Known ✓ OR Produced Identification _____
Type of Identification Produced _____



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TALLAHASSEE FLORIDA

LIMITED PARTNERS:

MAGNOLIA LAND DEVELOPMENT, INC.
DD & A LAND DEVELOPMENT, INC.
THOMAS K. IRELAND
R. SCOTT IRELAND

By: IRELAND CHARLESTON, INC.,
a Florida corporation, as their attorney
In fact pursuant to Article I.A.i. of the
Limited Partnership Agreement, a copy
of which is attached hereto.

By: [Signature]
R. Scott Ireland, President

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 10th day of
Dec, 1997 by R. Scott Ireland, President of IRELAND CHARLESTON, INC., a
Florida corporation, as attorney in fact for Magnolia Land Development, Inc., DD & A
Land Development, Inc., Thomas K. Ireland and R. Scott Ireland.

[Signature]
NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:

Personally Known ✓ OR Produced Identification _____
Type of Identification Produced _____

OFFICIAL NOTARY SEAL
STANLEY E ISRAEL
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC670769
MY COMMISSION EXP. AUG. 10, 2001

AFFIDAVIT OF CONTRIBUTION OF PARTNERS OF
IRELAND CHARLESTON, LTD.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA

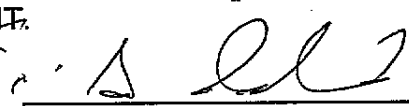
COUNTY OF DADE

Before me personally appeared R. SCOTT IRELAND, the President of IRELAND CHARLESTON, INC., a Florida corporation, the Sole General Partner of IRELAND CHARLESTON, LTD., a Florida limited partnership, being duly sworn, deposes and says.

1. The General Partner of Ireland Charleston, Ltd. Has contributed the sum of Ten (\$10.00) Dollars as its capital contribution to the Partnership.
2. The Limited Partners have contributed their capital to the Partnership as follows:

Magnolia Land Development, Inc.	\$250.00
DD & A Land Development, Inc.	\$150.00
Thomas K. Ireland	\$500.00
R. Scott Ireland	\$ 90.00

3. Total capital contribution to the Partnership is \$990.00.
Total anticipated Limited Partnership contribution is \$990.00.
FURTHER AFFIANT SAYETH NAUGHT.


R. Scott Ireland, President of
Ireland Charleston, Inc., General
Partner of Ireland Charleston, Ltd.

SWORN TO AND SUBSCRIBED before me this 10th day of December, 1997.
Affiant being personally known to me.


NOTARY PUBLIC

My Commission Expires:

OFFICIAL NOTARY SEAL
STANLEY E ISRAEL
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC670769
MY COMMISSION EXP. AUG. 10, 2001