



THE UNITED STATES
CORPORATION
COMPANY

A97000002800

ACCOUNT NO. : 072100000032

REFERENCE : 644890 4329904

AUTHORIZATION :

COST LIMIT : \$ PPD

Patricia Pizju

ORDER DATE : December 22, 1997

ORDER TIME : 11:38 AM

ORDER NO. : 644890-005

CUSTOMER NO: 4329904

700002379067--1

CUSTOMER: David J. Powers, Esq
BROAD AND CASSEL

Suite 300
7777 Glades Road
Boca Raton, FL 33434

DOMESTIC FILING

NAME: CORDILLERA CAPITAL, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED
97 DEC 22 PM 12:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
97 DEC 22 PM 12:25
DIVISION OF CORPORATION

BK

12/22/97

CERTIFICATE OF LIMITED PARTNERSHIP
OF
CORDILLERA CAPITAL, LTD.
a Florida limited partnership

FILED
97 DEC 22 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned general partner desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby state the following:

1. The name of the limited partnership is Cordillera Capital, Ltd. (the "Partnership").

2. The address of the office of the Partnership is 4156 Brynwood Drive, Naples, Florida 34119.

3. The name and address of the agent for service of process on the Partnership is Cordillera Capital Corp., 4156 Brynwood Drive, Naples, Florida 34119.

4. The name and business address of each general partner is as follows:

Cordillera Capital Corp. 4156 Brynwood Drive
Naples, Florida 34119

P970000-62306

5. The mailing address of the Partnership is 4156 Brynwood Drive, Naples, Florida 34119.

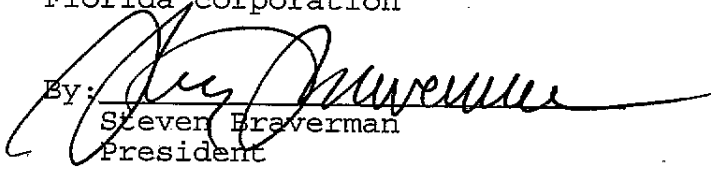
6. The latest date upon which the Partnership will dissolve is December 31, 2047.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This Certificate of Limited Partnership has been executed by the sole General Partner of Cordillera Capital, Ltd. this 9th day of December, 1997.

GENERAL PARTNER:

CORDILLERA CAPITAL CORP., a
Florida corporation

By: 
Steven Braverman
President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

FILED
97 DEC 22 PM 12:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as registered agent for Cordillera Capital, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned corporation, on behalf of the Partnership, hereby agrees 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

Cordillera Capital Corp., a
Florida corporation

By: 
Steven Braverman
President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of Cordillera Capital, Ltd., a Florida limited partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$400,000.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$2,400,000.

Executed this 9th day of December, 1997.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

Cordillera Capital Corp., a
Florida corporation

By: 
Steven Braverman
President

AFFIDAVIT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned being first duly sworn, deposes and says that

1. CORDILLERA CAPITAL CORP. (the "Corporation") has executed and filed Articles of Incorporation with the Florida Division of Corporations;

2. The Corporation shall act as general partner to a Florida limited partnership (the "Partnership");

3. The Partnership's Certificate of Limited Partnership is enclosed herein for filing with the Florida Division of Corporations; and

4. The Corporation hereby grants its consent and permission to the Partnership to use the name "CORDILLERA CAPITAL, LTD."

CORDILLERA CAPITAL CORP., a Florida corporation

By: Steven Braverman
Steven Braverman, President

STATE OF Fla
COUNTY OF Collier

The foregoing instrument was acknowledged before me this 17th day of December, 1997, by Steven Braverman, President of Cordillera Capital Corp., (☒) who is personally known to me or (☐) who has produced _____ as identification.

Jeanne D. Braverman
Notary Public
Name: _____
Commission Expires: _____
Serial Number: _____

