

A97000002813



ACCOUNT NO. : 072100000032

REFERENCE : 641382 7141729

AUTHORIZATION :

COST LIMIT : \$ 140.00

FILED  
97 DEC 23 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 18, 1997

ORDER TIME : 1:49 PM

ORDER NO. : 641382-005

600002377126--8

CUSTOMER NO: 7141729

CUSTOMER: Mr. Albert Elias  
AL ELIAS HOLDING INC.

7150 Sw 62nd Avenue

Miami, FL 33143

DOMESTIC FILING

NAME: SPG PHASE ONE, 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: Stephanie Stscherban

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
97 DEC 18 PM 4:16  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 19, 1997

STEPHANIE STSCHERBAN  
CSC  
TALLAHASSEE, FL

SUBJECT: SPG PHASE ONE, LTD.  
Ref. Number: W97000028288

FILED  
97 DEC 23 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for SPG PHASE ONE, 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:

In order to file a Florida Limited Partnership, you must submit a CERTIFICATE OF LIMITED PARTNERSHIP along with your affidavit of capital contributions.

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) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 397A00059612

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**CERTIFICATE OF LIMITED PARTNERSHIP OF  
SPG PHASE ONE, LTD.  
a Florida limited partnership**

PURSUANT TO SECTION 620.108, FLORIDA STATUTES

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The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states the following:

1. The name of the limited partnership is **SPG Phase One, Ltd.**
2. The address of the office of the Partnership is:  
  
777 Brickell Avenue  
Suite 1111  
Miami, Florida 33131
3. The mailing address of the Partnership is:  
  
777 Brickell Avenue  
Suite 1111  
Miami, Florida 33131
4. The name and address of the agent for service of process on the Partnership is:  
  
Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301-2525
5. The name and business address of the sole general partner is as follows:  
  
The Initial Phase, Inc. *997-86224*  
777 Brickell Avenue  
Suite 1111  
Miami, Florida 33131
6. The latest date upon which the Partnership shall dissolve is December 31, 2047.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

continued ....

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Richard J. Razook  
Florida Bar No. 207470  
Thomson Muraro Razook & Hart, P.A.  
1700 SunTrust International Center  
One Southeast Third Avenue  
Miami, Florida 33131  
305) 350-7200

Under penalties of perjury the undersigned general partner declares that it has read the foregoing, knows the contents thereof and that the facts stated herein are true and correct.

Dated this 17 day of December, 1997.

The Initial Phase, Inc.  
Sole General Partner

By: Albert S. Elias

Albert S. Elias - President

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for SPG Phase One, Ltd., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Corporation Service Company

By: Karen B. Rozar

**Karen B. Rozar, As Its Agent**

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
OF SPG PHASE ONE, LTD.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 DEC 23 PM 1:10

FILED

STATE OF FLORIDA )

COUNTY OF DADE )

BEFORE ME, the undersigned personally appeared Albert S. Elias, as President of The Initial Phase, Inc., a Florida corporation, constituting the sole general partner of SPG Phase One, Ltd., a Florida limited partnership (the "Partnership"), who upon being duly sworn, certified as follows:

1. The amount to date of capital contributions of the limited partners to the Partnership is \$1,000.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000.00

Under penalties of perjury the undersigned declares that he has read the foregoing, knows the contents thereof and that the facts stated herein are true and correct.

Date: December <sup>25</sup>~~17~~ 1997

The Initial Phase, Inc.  
Sole General Partner

By: Albert S. Elias

Albert S. Elias - President

SWORN TO AND SUBSCRIBED before me this 17 day of December, 1997, by Albert S. Elias, as President of The Initial Phase, Inc., a Florida corporation, in its capacity as the sole general partner of SPG Phase One, Ltd., a Florida limited partnership, on behalf of the corporation, as an act of the partnership. He ☒ (a) is personally known to me, or ☐ (b) has produced \_\_\_\_\_ as identification.

My commission expires:

Ronetta Taylor  
Notary Public - State of Florida  
Name: Ronetta Taylor

[Seal]

