

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

A97000002819

McDonald One Ltd.
Partnerships

LP-1785.00
C/EAT 52.50

Signature _____

Requested by: On

Name _____

Date 12/23

Time 9:42

Walk-In _____

Will Pick Up _____

Art of Inc. File _____

✓ LTD Partnership File

Foreign Corp. File

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

✓ Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 Filer _____

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

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DIVISION OF CORPORATIONS
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TALLAHASSEE, FLORIDA
97 DEC 23 AM 11:02

Document Examination	GSH
Vehicle Search Updater	GSH
Driving Record Updater	GSH
UCC 1 or 3 Filer	GSH
UCC 11 Search	GSH
UCC 11 Retrieval	GSH
UCC 11 Verifyer	GSH

CERTIFICATE OF LIMITED PARTNERSHIP
OF
McDONALD ONE LTD. PARTNERSHIP
A Florida Limited Partnership

The undersigned, acting as formers of a limited partnership under the Florida Revised Uniform Partnership Act, adopt the following certificate for such limited partnership.

1. Name. The name of this Limited Partnership is McDONALD ONE LTD. PARTNERSHIP.

2. Business. The general character of the Partnership business shall be to own, acquire, sell and lease investment real estate and other investment property of any type, kind or description including marketable securities and to conduct a general business as thereto related.

3. Principal Place of Business and Location of Records. The location of the principal place of business of the Partnership is at 310 Alhambra Circle, Coral Gables, Dade County, Florida 33134, at which place the records shall be maintained.

4. Registered Agent. The name and address of the registered agent for service for this Limited Partnership is Frances E. McDonald at 310 Alhambra Circle, Coral Gables, FL 33134, who acknowledges by her signature hereunder, that she accepts same.

5. The General Partner. The name and business address of the General Partner is as follows:

GENERAL PARTNER

McDONALD ONE CORP.

PLACE OF BUSINESS

310 Alhambra Circle
Coral Gables, FL 33134

6. Mailing Address. The mailing address of the Limited Partnership is at 310 Alhambra Circle, Coral Gables, FL 33134.

7. Term. The Partnership shall begin at the time of the filing of the certificate of Limited Partnership with the Department of State and shall liquidate and dissolve on December

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31, 2037, unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.

6. Additional Contributions. No additional contributions of the Limited Partners have been agreed upon.

7. Return of Contributions. No Limited Partner shall be entitled to withdraw or demand the return of any part of his or her capital contribution except upon dissolution of the Partnership.

8. Profits. All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportion as the Partners' then capital interest accounts, unless retained for Partnership investment and business activities.

9. Sale or Transfer of Interest in Partnership. A Limited Partner shall not have the right to sell or transfer his or her interest in the Partnership without the prior written consent of all the other partners, unless the transfer is a Permitted Transfer, as explained in detail by the Partnership Agreement.

10. Additional Limited Partners. The General Partners may admit additional limited partners.

11. Priority Among Limited Partners. There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

12. Continuance of Business. Upon the death, retirement, dissolution or incompetency of the "surviving General Partner", the Partnership shall dissolve unless continued by the remaining Partners and selecting when necessary, by unanimous vote, a new successor General Partner.

13. Property Other than Cash. A Limited Partner may not demand property other than cash in return for his or her contributions.

14. Amount of Cash and Affidavit to Agreed Value and Description of Property Contributed. The Limited Partners in the Limited Partnership have contributed their interest in the property as set forth in Schedule "A," Affidavit of the Amount of the Capital Contributions.

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of the Limited Partners, and Any Amount Anticipated to be Contributed by the Limited Partners," attached hereto, with an agreed value of \$ 1,097,900.00.

22nd IN WITNESS WHEREOF, the parties have hereunder executed this Certificate on the day of December, 1997.

GENERAL PARTNER:

McDONALD ONE CORP.

By: Frances E. McDonald
FRANCES E. McDONALD,
President

Frances E. McDonald
FRANCES E. McDONALD,
Registered Agent

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Schedule "A"
McDONALD ONE LTD. PARTNERSHIP

**AFFIDAVIT OF THE AMOUNT OF THE CAPITAL
CONTRIBUTIONS OF THE LIMITED PARTNERS,
AND ANY AMOUNT ANTICIPATED TO BE
CONTRIBUTED BY THE LIMITED PARTNERS**

The undersigned presents this Affidavit, given under oath, to affirm the following:

1. The amount of the capital contributions to date of the Limited Partners of
McDONALD ONE LTD. PARTNERSHIP is \$ -0-

2. The amount contributed and anticipated to be contributed by the Limited Partners at
this time totals \$ 1,097,900.00

McDONALD ONE CORP.

By: Frances E. McDonald

Frances E.. McDonald, Pres.

Dated: 12-22-97

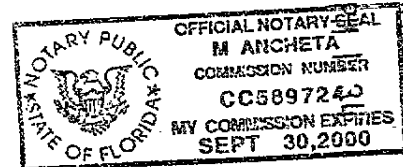
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on this 22nd day of December,
1997, by FRANCES E. McDONALD, President of McDONALD ONE CORP., and said
individual is personally known to me (yes) (no) or has produced FL. Driver's License as
identification to me, and who acknowledged execution of the foregoing instrument.

M. Ancheta
Notary Public, State of Florida

Name: MARIAN ANCHETA
(Print Name)

My Commission Expires:



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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent for the above-referenced Florida Limited Partnership at the above-designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Chapter 620 *et seq.*, as amended from time to time, relative to the obligations of the undersigned.

Executed this 22nd day of December, 1997.

Frances E. McDonald
FRANCES E. McDONALD, *Registered*
Agent

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