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Law Offices
Norman S. Weider
Suite 3910
International Place
100 Southeast 2nd Street
Miami, Florida 33131-2112
Telephone: (305) 371-6338
Fax: (305) 374-3283

January 2, 1998

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

~~600002389106--6~~
~~-01/05/98--01028--002~~
~~***218.75 ***218.75~~

600002389106--6
-01/05/98--01028--002
***218.75 ***166.25

Re: Certificate of Limited Partnership of
Allied Home Mortgage, Ltd.
Certificate of Amendment of Allied Home Mortgage, L.C.

Dear Sir/Madam:

Enclosed please find the following documents for filing:

1. Certificate of Limited Partnership of Allied Home Mortgage, Ltd.
2. Certificate of Amendment of Allied Home Mortgage, L.C.

FILED
98 JAN -5 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the Certificate of Limited Partnership first and then proceed to file to Certificate of Amendment of the limited liability company. Also enclosed is a check in the sum of \$218.75 as follows:

| | |
|---|-----------------|
| Certificate of Limited Partnership filing fee | \$166.25 |
| Certificate of Amendment filing fee | 52.50 |
| TOTAL | \$218.75 |

| | |
|-------------------------|-----|
| Name <i>1/12/98</i> | |
| Availability <i>Dec</i> | |
| Document Examiner | DCC |
| Updater | DCC |
| Updater Verifier | DCC |
| Acknowledgment | DCC |
| Enclosures | DCC |
| W. P. Verifier | DCC |

WP\WORK\ALLIEDHO.AMD
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Thank you for your prompt attention to this matter. Should you have any questions regarding the foregoing, please call me immediately.

Sincerely,

[Signature]
NORMAN S. WEIDER, ESQ.

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| | |
|-------------|--------|
| C. TAX | _____ |
| FILED | 105.00 |
| ESQ. FEE | _____ |
| C. TAX | 61.25 |
| T. TAX | _____ |
| N. BANK | _____ |
| BALANCE DUE | _____ |
| REFUND | _____ |

Tc
210,000.00

**CERTIFICATE OF LIMITED PARTNERSHIP OF
ALLIED HOME MORTGAGE, LTD.
a Florida limited partnership**

The undersigned, as a duly authorized officer of ALLIED HOME MORTGAGE, L.C., a Florida limited liability company, the General Partner, which desires to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the partnership is **ALLIED HOME MORTGAGE, LTD.** (the "Partnership").

2. The mailing address and location of the office of the Partnership is 444 Brickell Avenue, Suite 601, Miami, Florida 33131.

3. The name and address of the agent for service of process on the Partnership is Norman S. Weider, Esq., 100 S.E. 2nd Street, Suite 3910, Miami, Florida 33131.

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

ALLIED HOME MORTGAGE, L.C.
444 Brickell Avenue
Suite 601
Miami, Florida 33131

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TALLAHASSEE, FLORIDA

5. The latest date upon which the Partnership shall dissolve is December 31, 2050.

6. A conveyance or encumbrance of real property held in the name of the Partnership, and any other instrument affecting title to the real property in which the Partnership has an interest shall be executed in the Partnership name by the General Partner.

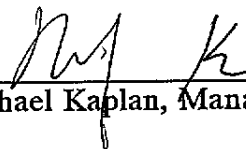
The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Name of Preparer:

Norman S. Weider, Esq.
100 S.E. 2nd Street - Suite 3910
Miami, FL 33131
Florida Bar No. 150388

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by a duly authorized officer of ALLIED HOME MORTGAGE, L.C., the General Partner of ALLIED HOME MORTGAGE, LTD. this 2nd day of January, 1998.

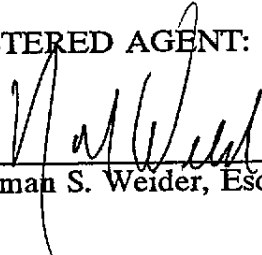
ALLIED HOME MORTGAGE, L.C., a Florida limited liability company, General Partner

By: 
Michael Kaplan, Managing Member

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for ALLIED HOME MORTGAGE, LTD., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, Norman S. Weider, Esq., 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:

By: 
Norman S. Weider, Esq.

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TALLAHASSEE
SECRETARY OF STATE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared MICHAEL KAPLAN, the Managing Member of ALLIED HOME MORTGAGE, L.C., the General Partner of ALLIED HOME MORTGAGE, LTD., Florida limited partnership (the "Partnership"), who upon being duly sworn, certifies as follows:

1. The amount of capital contributions made or anticipated to be made by the limited partners is \$10,000.00.

FURTHER AFFIANT SAYETH NAUGHT.

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

General Partner:

ALLIED HOME MORTGAGE, L.C.,
Florida limited liability company

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


By: Michael Kaplan
Michael Kaplan, Managing Member

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared MICHAEL KAPLAN, as the Managing Member of ALLIED HOME MORTGAGE, L.C., the General Partner of ALLIED HOME MORTGAGE, LTD., known to me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me, under

oath, that he executed this Affidavit as a duly authorized officer of ALLIED HOME MORTGAGE, L.C., the General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2nd day of January, 1998.



NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

