

A9800000129

KELCO PARTNERS, LTD.
973 SPOONBILL CIRCLE
WESTON, FLORIDA 33326
954/384-2478 * Fax 954/384-2974

November 6, 1997

800002393798--2
-01/08/98-01054-001
***1635.50 ***1635.50

~~700002344327--1~~
~~11/12/97 01037-004~~
~~***142.00 ***142.00~~

FLORIDA DEPARTMENT OF STATE
Division of Partnerships
New Filings Section
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

\$ 1,837.50 - FF

CM

RE: Establishing Limited Partnership - "Kelco Dadeland Associates, Ltd."

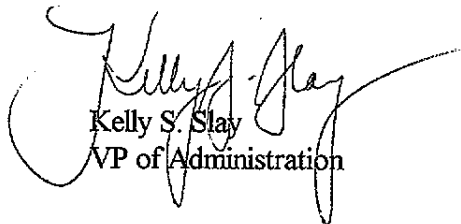
~~100002344327~~

To Whom It May Concern:

Enclosed please find our partnership documents for filing. Our check for \$142.00 (\$53.50-Certification of Partnership; \$35.00-Designation of Registered Agent; \$53.50-Certified Copy) for processing the above-mentioned limited partnership is enclosed.

Thank you.

Sincerely,


Kelly S. Slay
VP of Administration

98 JAN 13 PM 12: 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1997

KELLY S. SLAY
KELCO PARTNERS, LTD.
973 SPOONBILL CIRCLE
WESTON, FL 33326

SUBJECT: KELCO DADELAND ASSOCIATES, LTD.
Ref. Number: W97000025688

FILED
98 JAN 13 PM 12: 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for KELCO DADELAND ASSOCIATES, LTD. and your check(s) totaling \$142.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 620.108, Florida Statutes, an affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners must accompany the certificate of limited partnership. The affidavit must be signed by all general partners.
LIMITED PARTNERSHIP CERTIFICATE/APPLICATION BASIC FEES

Filing fees \$52.50 minimum - \$1750 maximum
Registered Agent Designation \$35

The filing fee is based on the total amount contributed and anticipated to be contributed by the limited partners as shown in the affidavit at a rate of \$7 per \$1000. The filing fee for an Application to Register a Foreign Limited Partnership is based on the total amount contributed by the limited partners allocated for the purpose of transacting business in the State of Florida at a rate of \$7 per \$1000.

Certified Copy (15 pages or less, \$1 for each additional page after initial 15 pages)	\$52.50
Registered Agent/Office Change Name Reservation (120 days nonrenewable)	\$35
Amendment (other than specified)	\$35
Affidavit Decreasing Contributions	\$52.50
Affidavit Increasing Contributions \$7 per \$1000 on increase only (\$52.50 minimum-\$1750 maximum)	\$52.50
Certificate of Status or Fact	\$8.75
Cancellation	\$52.50
Resignation of Registered Agent	\$87.50

LP Annual Report
\$7 per \$1000 of invested capital
(\$52.50 minimum - \$437.50 maximum)
plus Supplemental Fee of \$138.75
Reinstatement
(\$500 for each year or part thereof the
partnership was revoked plus the delinquent
annual report fees)
There is a balance due of \$1643.00.

The affidavit must be entitled "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: 797A00054615

STATE OF FLORIDA
TALLAHASSEE

98 JAN 13 PM 12: 21

FILED

**CERTIFICATE OF LIMITED PARTNERSHIP OF
KELCO DADELAND ASSOCIATES, LTD.**

FILED
98 JAN 13 PM 12: 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this limited partnership is Kelco Dadeland Associates, Ltd.

ARTICLE II

This limited partnership is organized for the purpose of purchasing, holding, developing, operating, owning, and selling real estate and for transacting any and all lawful business.

ARTICLE III

The street address and mailing address of the principal office of this limited partnership is 8390 N.W. 53rd Street, Suite 312, Miami, Florida 33166, and the name of the initial registered agent of the limited partnership at that address is Kelly Spillet Slay.

ARTICLE IV

The name of the general partner of this limited partnership is Kelco-Meyer Dadeland, Ltd., which has its principal office address at 8390 NW 53rd Street, Suite 312, Miami, Florida 33166. The general partner of Kelco-Meyer Dadeland, Ltd., is Kelco Dadeland Hotels, Inc., a Florida corporation, which has its principal office at the same address.

898-117

ARTICLE V

The term of this limited partnership is thirty (30) years, which shall commence on the date of the filing of this certificate by the Florida Department of State and shall terminate thirty (30) years thereafter.

Under penalty of perjury, the undersigned general partner executed this certificate this 6th day of November, 1997, certifying that the facts contained herein are true.

Kelco-Meyer Dadeland, Ltd., General Partner

BY: Kelco Dadeland Hotels, Inc

Its General Partner.

BY: [Signature]

Kelley D. Slay, President

FILED
98 JAN 13 PM 12: 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF BROWARD)

SS:

This foregoing instrument was acknowledged before me this 6th day of November, 1997, by Kelley D. Slay, who is personally known to me/produced a driver's license for identification.

[Signature]
NOTARY PUBLIC
My Commission Expires 12-20-99



KELLY SPILLET SLAY
My Commission CC520239
Expires Dec. 20, 1999

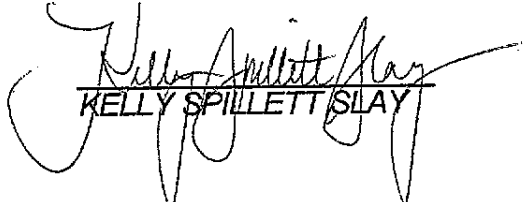
**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

*In pursuance of Chapter 620, Florida Statutes,
the following is submitted, in compliance with said Act:*

First—that Kelco Dadeland Associates, Ltd., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Limited Partnership at the City of Miami, County of Dade, State of Florida, has named Kelly Spillet Slay, located at 8390 N.W. 53rd Street, Suite 312, Miami, Florida, County of Dade, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated limited partnership, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


KELLY SPILLET SLAY

FILED
98 JAN 13 PM 12:21
CLERK OF STATE
TALLAHASSEE, FLORIDA

