



THE UNITED STATES
CORPORATION
COMPANY

A98000000242

ACCOUNT NO. : 072100000032

REFERENCE : 681165 4337904

AUTHORIZATION :

COST LIMIT : \$ 140.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 26 PM 3: 14

ORDER DATE : January 26, 1998

ORDER TIME : 10:28 AM

ORDER NO. : 681165-010

CUSTOMER NO: 4337904

300002411488-4

CUSTOMER: Leo Rose, Jr., Esq
THERREL BAISDEN & MEYER WEISS

Suite 2400
One Se 3rd Avenue
Miami, FL 33131

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DOMESTIC FILING

NAME: SANTA ROSA KM ASSOCIATES, 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: Jon A Bowling

EXAMINER'S INITIALS:

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File 2nd

**CERTIFICATE OF LIMITED PARTNERSHIP OF
SANTA ROSA KM ASSOCIATES, LTD.**

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is SANTA ROSA KM ASSOCIATES LTD.
2. The address of the office of the Partnership is Fred Chikovsky, 1720 Harrison Street, Hollywood, Florida 33020.
3. The name and address of the agent for service of process on the Partnership is LEO ROSE, JR., ESQ., Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131.
4. The name and business address of the corporate General Partner is as follows:

SRKM, INC.,
a Florida corporation
c/o Fred Chikovsky
1720 Harrison Street
Hollywood, Florida 33020

5. The mailing address of the Partnership is: c/o Fred Chikovsky, 1720 Harrison Street, Hollywood, Florida 33020.
6. The latest date upon which the Partnership shall dissolve is January 31, 2033.
7. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.
8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by (a) Fred Chikovsky, as President of

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98 JAN 26 PM 3:14
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98 JAN 26 PM 3:14

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SRKM, INC., a Florida corporation, as the General Partner of SANTA ROSA KM ASSOCIATES, LTD. or (b) an authorized corporate officer of SRKM, INC., a Florida corporation, as General Partner of SANTA ROSA KM ASSOCIATES, LTD.

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98 JAN 28 PM 3:14

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.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of SANTA ROSA KM ASSOCIATES, LTD. this 26th day of January, 1998.

GENERAL PARTNER

SRKM, INC., a Florida corporation

By: 

Leo Rose, Jr., Vice President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for SANTA ROSA KM ASSOCIATES, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree 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: 

LEO ROSE, JR.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared ZZ, as President of SRKM, INC., a Florida corporation, which is the General Partner of SANTA ROSA KM ASSOCIATES, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", c/o Fred Chikovsky, 1720 Harrison Street, Hollywood, Florida 33020, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

Fred Chikovsky	\$ 990.00
c/o Fred Chikovsky	
1720 Harrison Street	
Hollywood, Florida 33020	
	<hr/>
Total	\$ 990.00

2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

Fred Chikovsky	\$ -0-
c/o Fred Chikovsky	
1720 Harrison Street	
Hollywood, Florida 33020	
	<hr/>
Total	\$ -0-

FURTHER AFFIANT SAITH 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:

SRKM, INC.,
a Florida corporation

By: Leo Rose

Leo Rose, Jr., Vice
President

Dated: January 26, 1998

The foregoing instrument was acknowledged before me this 26th day of January, 1998, by Leo Rose, Jr., as Vice President of SRKM, INC., a Florida corporation, the General Partner of the Partnership, who is personally known to me or has produced _____ as identification.

Leticia Companioni
Notary Public, State of Florida
at Large

Leticia Companioni
Print/Type or Stamp Notary Name
Commission No. (if any) _____

My Commission Expires:

