

Berger
Davis &
Singerman
Professional Association

100 N.E. Third Avenue, Suite 400
Fort Lauderdale, Florida 33301
Phone: 954.253.9900
Fax: 954.523.2872

A98000000489

Please
call Elizabeth
@ 561-3010
when
ready.
Thanks!

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FEB 24 1998
AM 10:33
FEB 24 1998
DIVISION OF CORPORATIONS

February 23, 1998

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: AMM Plantation Investments, Ltd.
Our File No. 2314.015

Dear Sir or Madam:

Enclosed are Certificate of Limited Partnership and Affidavit
Capital Contribution for the above-referenced proposed limited
partnership.

Please file same and return a certified copy to the undersigned.

A check in the amount of \$140.00 is enclosed to cover the \$52.50
filing fee, the \$52.50 fee for the certified copy of the
Certificate and Affidavit and the \$35.00 fee for filing the
designation of registered agent.

Sincerely,

BERGER DAVIS & SINGERMANN

Robin L. Goldston
Robin L. Goldston
Legal Assistant

Encs.
cc: James L. Berger, Esq.

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-02/24/98-01011-022
****140.00 ****140.00

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CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to Section 620.108, Florida Statutes, the undersigned, being the sole General Partner, desiring to form a Florida limited partnership, does hereby swear and affirm as follows:

1. The name of the Limited Partnership is AMM Plantation Investments, Ltd.

2. The office of the Limited Partnership is at 888 SE Third Avenue, Ft. Lauderdale, FL 33316 and the name and address of the agent for service of process is James L. Berger, Esquire at 100 N.E. 3rd Avenue, Suite 400, Fort Lauderdale, Florida, 33301.

3. The name and business address of the sole General Partner is:

American Marketing and Management of Gillis, Inc.
888 SE Third Avenue
Ft. Lauderdale, FL 33316 P95UW0055212

4. The mailing address of the Limited Partnership is:

888 SE Third Avenue
Ft. Lauderdale, FL 33316

5. The latest date upon which the Limited Partnership is to dissolve is December 31, 2045.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 24th day of February, 1998.

GENERAL PARTNER:

AMERICAN MARKETING AND MANAGEMENT
OF GILLIS, INC.

BY:

M. Austin Forman
President

Witness

Witness

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

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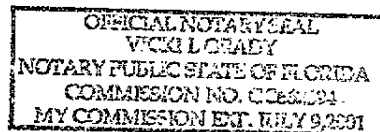
Sworn to and subscribed before me this 20th day of February 1998, by **M. Austin Forman**, as President of American Marketing and Management of Gillis, Inc.

 Personally known to me; or

() Produced Identification; Type of Identification produced
_____.

NOTARY PUBLIC:

By: *Vicki L. Grady*
Print Name: Vicki L. Grady
Commission No.: _____
My Commission Expires: _____



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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BEFORE ME, the undersigned, personally appeared M. AUSTIN FORMAN, President of the sole General Partner of AMM PLANTATION INVESTMENTS, LTD., a Florida limited partnership ("Partnership"), who, upon being sworn, certified as follows:

The amount of the capital contributions of the Limited Partners to the Partnership and the amount anticipated to be contributed by them are as follows:

Limited Partners

Capital Contribution

M. Austin Forman

Cash of \$100

Dated this 20th day of February, 1998.

FURTHER AFFIANT SAYETH NOT.

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:

AMERICAN MARKETING AND MANAGEMENT
OF GILLIS, INC.

Cindy Don
Witness

Jack L. Gray
Witness

M. Austin Forman
M. AUSTIN FORMAN,
President

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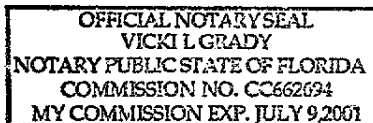
STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

Sworn to and subscribed before me this 20th day of February, 1998, by M. AUSTIN FORMAN, as President of American Marketing and Management of Gillis, Inc.

☒ Personally known to me; or
() Produced Identification; Type of Identification produced
_____.

NOTARY PUBLIC:

By: Vicki L. Grady
Print Name: Vicki L. Grady
Commission No.: _____
My Commission Expires: _____



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of **AMM Plantation Investments, Ltd.**, a Florida limited partnership, as made in the foregoing Certificate of Limited Partnership and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of **AMM Plantation Investments, Ltd.**

Dated: February 20, 1998



JAMES L. BERGER
Initial Registered Agent

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