

4/07/98

A98000000879

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:09 AM

((H98000006602 0))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: RESOURCE 2000, LTD.

AUDIT NUMBER.....H98000006602

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$446.25

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:10:33

418

CM

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR -8 PM 1:10

FILED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 7, 1998

RONALD R. FIELDSTONE, ESQ.
FIELDSTONE LESTER & SHEAR
200 SOUTH BISCAYNE BLVD., SUITE 2100
MIAMI, FL 33131

SUBJECT: RESOURCE 2000, LTD.
REF: W98000007724

FILED
98 APR -8 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent designated must be an active Florida corporation or a foreign corporation authorized to transact business in Florida. Please correct the document.

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

FAX Aud. #: H98000006602
Letter Number: 998A00018408

2

H98000006602

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
RESOURCE 2000, LTD.**

This Certificate of Limited Partnership is prepared and filed in order to form a limited partnership in accordance with Section 620.108, Florida Statutes.

1. The name of the limited partnership is **RESOURCE 2000, LTD.**
2. The address of the office of the partnership is:

c/o Fred Luhm
1000 Brickell Avenue
Suite 910
Miami, Florida 33131

3. The name and address of the agent for service of process on the limited partnership is:

Ronald R. Fieldstone, Esq.
200 S. Biscayne Boulevard
Suite 2100
Miami, FL 33131

4. The name and business address of the sole general partner is:

Resource 2000, Inc.
c/o Fred Luhm
1000 Brickell Avenue
Suite 910
Miami, Florida 33131

pg 5-93525

5. The mailing address for the limited partnership is:

c/o Fred Luhm
1000 Brickell Avenue
Suite 910
Miami, Florida 33131

6. The term of the limited partnership shall commence upon the filing of this Certificate with the Florida Department of State, and the latest date upon which the limited partnership is to dissolve is December 31, 2030.

THIS DOCUMENT PREPARED BY:
RONALD R. FIELDSTONE, ESQ.
FIELDSTONE LESTER & SHEAR
200 SOUTH BISCAYNE BLVD.
SUITE 2100
MIAMI, FLORIDA 33131
(305) 982-1555
Fl. Bar # 180299

H98000006602

FILED
98 APR -8 PM 110
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H98000006602

The undersigned general partner has executed this Certificate of Limited Partnership effective this 1st day of January, 1997.

GENERAL PARTNER:

RESOURCE 2000, INC.,
a Florida corporation

By: [Signature]
Fred Luhn, Chairman

The undersigned accepts the foregoing designation as the agent for service of process on Resource 2000, Ltd., and agrees to act in that capacity.

[Signature]
Ronald R. Fieldstone

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)

COUNTY OF DADE)

) SS:

The undersigned, Fred Luhn, as President of sole general partner of Resource 2000, Ltd., a Florida limited partnership, being first duly sworn on oath, deposes and says:

1. That he is the Chairman of Resource 2000, Inc., a Florida corporation, and in that capacity has full authority to sign this Affidavit on behalf of the Corporation.
2. That Resource 2000, Inc., is the sole general partner of Resource 2000, Ltd., a Florida limited partnership.
3. That the amount of the capital contributions of the limited partner and the total amount anticipated to be contributed by the limited partner at this time is \$50,000.00.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR -8 PM 1:10

FILED

H98000006602

H98000006602

FURTHER AFFIANT SAYETH NAUGHT.

GENERAL PARTNER:

Resource 2000, Inc., a Florida corporation

By: Fred Luhm
Fred Luhm, Chairman

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR -8 PM 1:10

FILED

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority personally appeared Fred Luhm, as Chairman of Resource 2000, Inc., a Florida corporation, who is personally known to me or who has produced as identification and who did take an oath, acknowledged before me that he executed the foregoing instrument for the purposes herein expressed.

WITNESS MY HAND and official seal at Miami, Dade County, Florida, this 1st day of June 1997.

OFFICIAL NOTARY SEAL
SHEILA FERREIRA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC602596
MY COMMISSION EXPI. NOV. 19, 2000

Sheila Ferreira
Signature

Print (Notary's Name)
Notary Public, State of Florida

Notarial Seal:

EXTRACTED FROM CLIENTS LHM2000LP.CRT
06/10/97 01:06 PM

H98000006602