



FILE 2ND
A98000000904

ACCOUNT NO. : 072100000032

REFERENCE : 777259 4303929

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 157.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 10 PM 2:22

ORDER DATE : April 10, 1998

ORDER TIME : 10:20 AM

ORDER NO. : 777259-010

CUSTOMER NO: 4303929

CUSTOMER: Myrna Golinsky, Legal Asst
GREENBERG TRAURIG

1221 Brickell Avenue

Miami, FL 33131

500002484915--5

DOMESTIC FILING

NAME: EWE WAREHOUSE INVESTMENTS III,
LTD.

EFFECTIVE DATE:

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up

 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: Cassandra Bryant

EXAMINER'S INITIALS:

RECEIVED
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DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP
OF
EWE WAREHOUSE INVESTMENTS III, LTD.

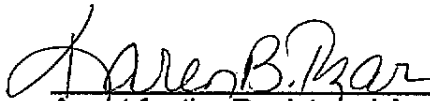
Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1993), and §620.108 of the Florida Statutes, the undersigned, being all of the General Partners of EWE WAREHOUSE INVESTMENTS III, LTD., hereby duly execute and file with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is EWE WAREHOUSE INVESTMENTS III, LTD.
2. The business address and the mailing address of the limited partnership is 300 Greco Avenue, Coral Gables, Florida 33146.
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is Corporation Service Company.
4. The Florida street address for the registered agent is 300 Greco Avenue, Coral Gables, Florida 33146.

5. **Acceptance of Appointment of Registered Agent:**

Having been named the statutory registered agent of EWE WAREHOUSE INVESTMENTS III, LTD., at the place designated in this Certificate of Limited Partnership of EWE WAREHOUSE INVESTMENTS III, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

CORPORATION SERVICE COMPANY



Agent for the Registered Agent

Karen B. Rozar, As Its Agent

Dated: April 10, 1998

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6. The name and business address of the general partner is as follows:

EWE WAREHOUSE INVESTMENTS III, INC.
300 Greco Avenue
Coral Gables, Florida 33146

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7. The latest date upon which the limited partnership is to dissolve is December 31, 2058.

IN WITNESS WHEREOF, the Sole General Partner has executed the foregoing Certificate of Limited Partnership on the ____ day of April, 1998 in accordance with

§620.114 Florida Statutes.

EWE WAREHOUSE INVESTMENTS III, INC.,
a Florida corporation, general partner


Richard J. Giusto, Incorporator

AFFIDAVIT

THE UNDERSIGNED, constituting all of the general partners of EWE WAREHOUSE INVESTMENTS III, LTD., a Florida Limited Partnership, hereby certify as follows:

1. The amount of capital contributions to date of the limited partners is -0-.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 10,000.00.

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.

EWE WAREHOUSE INVESTMENTS III, INC.,
a Florida corporation, general partner


Richard J. Giusto, Incorporator

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