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SECRETARY OF CORPORATIONS
98 APR 15 PM 2:50

REFERENCE:

0150.2184

DATE:

4-15-98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

600002489336-8

TALLAHASSEE, FL 32301

04715/98-01035-009
***1837.50 ***1837.50

TELEPHONE:

222-1173

SUBJECT:

C-Max Capital Limited
Partnership - I

(4)

STATE FEES PREPAID WITH CHECK # 2320 FOR \$ 1,837.50

RECEIVED
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DIVISION OF CORPORATION

PLEASE FILE:

() ARTICLES OF INC.

() AMENDMENT

() DISSOLUTION

() ANNUAL REPORT

() MERGER

() WITHDRAWAL

() QUALIFICATION

(X) LIMITED PARTNERSHIP () ANNUAL REPORT

() FICTITIOUS NAME

() LIMITED LIABILITY () REINSTATEMENT

() TRADEMARK/SERVICE () UCC-1

() UCC-3

PROVIDE US WITH:

(X) CERTIFIED COPY

() CERTIFICATE OF STATUS

(X) STAMPED COPY

BK
4/15/98

Examiner's Initials

CERTIFICATE OF LIMITED PARTNERSHIP

OF

C-MAX CAPITAL LIMITED PARTNERSHIP-I


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Pursuant to Section 620.108 of the Revised Uniform Limited Partnership Act (the "Act"), the undersigned being the General Partner of **C-MAX CAPITAL LIMITED PARTNERSHIP-I** hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is **C-MAX CAPITAL LIMITED PARTNERSHIP-I**.
2. The business address and the mailing address of the limited partnership is 6126 Paradise Point Drive, Miami, Florida 33157.
3. The name of the registered agent for service of process required by Section 620.105 of the Act is Marc M. Watson.
4. The Florida street address for the registered agent is 6126 Paradise Point Drive, Miami, Florida 33157.

Acceptance of Appointment of Registered Agent

Having been named the statutory registered agent of **C-MAX CAPITAL LIMITED PARTNERSHIP-I** at the place designated in this Certificate of Limited Partnership of **C-MAX CAPITAL LIMITED PARTNERSHIP-I** I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by Section 620.129 of the Act and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.


Marc M. Watson

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


C-MAX CAPITAL CORPORATION
6126 Paradise Point Drive
Miami, Florida 33157

7. The latest date upon which the limited partnership is to dissolve is December 31, 2048.

IN WITNESS WHEREOF, the General Partner has executed the foregoing Certificate of Limited Partnership as of the 13th day of April 1998 in accordance with Section 620.114 of the Act.

C-MAX CAPITAL CORPORATION, a Florida
corporation, general partner

By:


MARC M. WATSON, Chairman of the
Board, President and Chief Executive
Officer

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AFFIDAVIT

The undersigned, constituting the sole General Partner of C-MAX CAPITAL LIMITED PARTNERSHIP-I, a Florida limited partnership, does hereby certify as follows:


1. The amount of capital contributions to date of the limited partners is: \$10.00.

2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$4,000,000.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that it has read the foregoing and that the facts alleged are true, to the best of its knowledge and belief.

C-MAX CAPITAL CORPORATION, a
Florida corporation, general partner

By: 
MARC M. WATSON, Chairman of the
Board, President and Chief Executive
Officer

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