



THE UNITED STATES  
CORPORATION  
COMPANY

# A98000000946

ACCOUNT NO. : 072100000032

REFERENCE : 783758 4329904

AUTHORIZATION : *Patricia Pizit*

COST LIMIT : \$ 140.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 19 PM 2:34

ORDER DATE : April 16, 1998

ORDER TIME : 9:44 AM

ORDER NO. : 783758-010

CUSTOMER NO: 4329904

CUSTOMER: Ms. Julie A. Luka  
BROAD AND CASSEL

Suite 300  
7777 Glades Road  
Boca Raton, FL 33434

600002490506--3

DOMESTIC FILING

NAME: OAKLAND UNIVERSITY MANAGEMENT  
ASSOCIATES LTD.

EFFECTIVE DATE:

XX 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: Brenda Phillips

EXAMINER'S INITIALS:

(5)

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DIVISION OF CORPORATIONS  
98 APR 16 AM 10:38

B/K  
4/16/98

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
OAKLAND UNIVERSITY MANAGEMENT ASSOCIATES LTD.  
a Florida limited partnership

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DIVISION OF CORPORATIONS  
98 APR 16 PM 2:54

The undersigned general partner desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby state the following:

1. The name of the limited partnership is Oakland University Management Associates Ltd. (the "Partnership").

2. The address of the office of the Partnership is c/o Rosen Associates Management Corp., 33 So. Service Road, Jericho, New York 11753-1006.

3. The name and address of the agent for service of process on the Partnership is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

4. The name and business address of each general partner is as follows:

Oakland/University Corp.  
c/o Rosen Associates Management Corp.  
33 So. Service Road  
Jericho, New York 11753-1006.

898 0000 19706

5. The mailing address of the Partnership is c/o Rosen Associates Management Corp., 33 So. Service Road, Jericho, New York 11753-1006.

6. The latest date upon which the Partnership will dissolve is December 31, 2058.

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.

This Certificate of Limited Partnership has been executed by the sole General Partner of Oakland University Management Associates Ltd. this 14<sup>th</sup> day of April, 1998.

GENERAL PARTNER:

Oakland/University Corp.,  
a Florida corporation, its general partner

By: Robert A. Rosen pres.  
Robert A. Rosen, President

## ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Oakland University Management Associates Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned corporation, on behalf of the Partnership, hereby agrees 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.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Name: Karen B. Rozar, As Its Agent

Title: \_\_\_\_\_

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APR 16 PM 2:35

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of Oakland University Management Associates Ltd., a Florida limited partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$850.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$850.

Executed this 14<sup>th</sup> day of April, 1998.

FURTHER AFFIANT SAYETH NOT.

Under the 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:

OAKLAND/UNIVERSITY CORP.,  
a Florida corporation, its general partner

By:



Robert A. Rosen, President

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**AFFIDAVIT**

The undersigned being first duly sworn, deposes and says that:


1. OAKLAND/UNIVERSITY CORP. (the "Corporation") has executed and filed Articles of Incorporation with the Florida Division of Corporations;

2. The Corporation shall act as general partner to a Florida limited partnership (the "Partnership");

3. The Partnership's Certificate of Limited Partnership is enclosed herein for filing with the Florida Division of Corporations; and

4. The Corporation hereby grants its consent and permission to the Partnership to use the name "OAKLAND UNIVERSITY MANAGEMENT ASSOCIATES LTD."

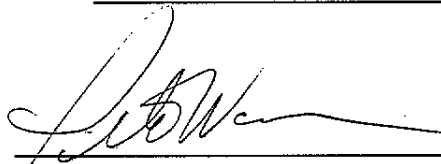
OAKLAND/UNIVERSITY CORP.,  
a Florida corporation, its general partner

By:   
Robert A. Rosen, President

STATE OF New York  
COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this 14 day of April, 1998, by Robert A. Rosen, President of Oakland/University Corp., ( ) who is personally known to me or ( ) who has produced \_\_\_\_\_ as identification.

PETER J. ANGLIS  
Notary Public, State of New York  
No. 015400 2074  
Qualified in Nassau County  
Commission Expires October 12, 1999

  
Notary Public  
Name: \_\_\_\_\_  
Commission Expires: \_\_\_\_\_  
Serial Number: \_\_\_\_\_