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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: COBB & EBIN P.A.

PHONE: (305)377-0223

ACCT#: 110670000060

CONTACT: DIANE JACOBS

FAX #: (305)377-0224

NAME: MONTE CARLO ASSOCIATES, LTD.

AUDIT NUMBER..... H98000008497

DOC TYPE......FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..1

PAGES..... 4

CERT, COPIES.....1

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

MONTE CARLO ASSOCIATES, LTD.

The undersigned, acting as organizer of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986) hereby adopts the following certificate for such Limited Partnership:

- 1. The name of the Limited Partnership is MONTE CARLO ASSOCIATES, LTD.
- 2. (a) The address of the office of the Partnership at which the records required to be maintained by Fla. Stat. \$620 \frac{1}{2} \frac{1}

c/o Thomas C. Cobb, Esq. Cobb & Ebin P.A. 1399 S.W. First Avenue Suite 301 Miami, FL 33130

(b) The name and address of the Limited Partnership agent for service of process upon the Partnership, required to be maintained by Fla. Stat. §620.105, is:

Thomas C. Cobb, Esq. Cobb & Ebin P.A. 1399 S.W. First Avenue Suite 301 Miami, Florida 33130

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

Name:

DACRA MONTE CARLO ASSOCIATES, INC.

<u>Address</u>:

230 Fifth Street Miami Beach, FL 33139

This Instrument Prepared by: Thomas C. Cobb, Esq. Florida Bar No. 113517 Cobb & Ebin P.A. 1399 SW First Avenue Suite 301 Miami, FL 33130 (305) 377-0223 4. The mailing address for the Partnership is:

c/o DACRA MONTE CARLO ASSOCIATES, INC. 230 Fifth Street Miami Beach, FL 33139

5. The term of the Partnership shall commence on the date of the filing of this Certificate of Limited Partnership with the Secretary of State of Florida and shall continue until April 30, 2049, unless sooner terminated as provided in the Limited Partnership Agreement.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been duly executed by the General Partner as of the _____ day of _____, 1998.

Witnesses:

DACRA MOTIF TARLO ASSOCIATES, INC., a Floridal Carporation

By:

Craig Robbs President

Craig Robbs President

STATE OF FLORIDA

The foregoing Certificate of Partnership for MONTE CARLO

ASSOCIATES, LTD. was acknowledged before me this far day of a day of the or [] has produced as President of DACRA MONTE CARLO ASSOCIATES, INC., a Florida corporation on behalf of the corporation as general partner of

Nolary Public, State of Florida My comm. expires Jan. 09, 1939 No. CC432526 Bonded thru Ashton Agency, Inc.

Monte Carlo Associates, Ltd.

NOTARY PUBLIC, State of Florida at Large

(Print, Type or Stamp Name)

Commission No. CC 432536

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate of Limited Partnership, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Thomas C. Cobb

Dated: April 30, 1998

98 MAY -5 PM-2: 30 SECRETARY OF STATE TALL AHASSEE AFFIDAVIT

STATE OF FLORIDA

): SS

COUNTY OF MIAMI-DADE

B MAY -5 PM 2: 3

BEFORE ME, a Notary Public, personally appeared Craig Robins, as President of DACRA MONTE CARLO ASSOCIATES, INC., a Florida corporation, the general partner of MONTE CARLO ASSOCIATES, LTD. (the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:

- 1. Affiant is the duly appointed authorized President of Dacra Monte Carlo Associates, Inc., a Florida corporation (the "Corporation").
- 2. The Corporation is the General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act (1986) under the name MONTE CARLO ASSOCIATES, LTD.
- 3. The capital contribution and anticipated capital of the initial limited partners is \$1,000.00.
- 4. The Affiant is familiar with the nature of an oath and with the penalties as provided by the lave of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he hit read the furl facts of this affidavit and understands its continue.

FURTHER AFFIANT SAYETH NAUGHT.

Craig Robins

The foregoing Affidavit for MONTE CARLO ASSOCIATES, LTD. was acknowledged before me this _____ day of ______, 1998, by Craig Robins, who [] is personally known to me of [] has produced as identification, as President of Dacra Monte Carlo Associates, Inc., a Florida corporation on behalf of the corporation as general partner of Monte Carlo Associates, Ltd.

Notary Public, State of Florida My comm. expires Jan. 08, 1939 No. CC432528 Bonded thru Ashion Agency. Inc. NOTARY PUBLIC, State of Florida at Large

(Print, Type or Stamp Name)
Commission No. (C 43) 5 2 6

My commission expires: