

A98000001330 FILE 2nd

FILING COVER SHEET

REFERENCE: 0174.2680
DATE: 28 may 98
CONTACT: CINDY HICKS
FROM: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301
TELEPHONE: 222-1173
SUBJECT: Brookwood Commercial Associates, LTD.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATION
98 MAY 28 PM 1:24

STATE FEES PREPAID WITH CHECK # 4385 FOR \$ 140.00

400002538834--5
-05/28/98--01033--022
****140.00 ****140.00

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

RECEIVED
98 MAY 28 AM 10:22
DIVISION OF CORPORATION
(15)

PROVIDE US WITH:

(X) CERTIFIED COPY () CERTIFICATE OF STATUS () STAMPED COPY

Examiner's Initials

MR 5/28/98

CERTIFICATE OF LIMITED PARTNERSHIP OF
BROOKWOOD COMMERCIAL ASSOCIATES, LTD.

a Florida limited partnership

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DIVISION OF CORPORATIONS
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The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 620 of the Florida Statutes, does hereby state the following:

1. The name of the Partnership is BROOKWOOD COMMERCIAL ASSOCIATES, LTD.

2. The address of the office of the Partnership is:

240 S. Pineapple Avenue
Tenth Floor
Sarasota, Florida 34236

3. The name and address of the agent for service of process on the Partnership is as follow:

David S. Band
240 S. Pineapple Avenue
Tenth Floor
Sarasota, Florida 34236

4. The names and business addresses of the general partners are as follows:

Brookwood Management #2, Inc.
240 S. Pineapple Avenue
Tenth Floor
Sarasota, Florida 34236

5. The mailing address of the Partnership is:

240 S. Pineapple Avenue
Tenth Floor
Sarasota, Florida 34236

6. The latest date upon which the Partnership shall dissolve is December 31, 2035, unless the term of the Partnership is further extended by a Majority in Interest of the Partners as defined in this Agreement.

7. The effective date of this Certificate of Limited Partnership shall be the effective date of the filing of the certificate of limited partnership with the Department of State.

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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.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by David S. Band, as President of Brookwood Management #2, Inc., the general partner of Brookwood Commercial Associates, Ltd., a Florida Limited Partnership, this 27th day of May, 1998.

WITNESSES:

Jean B. H.
Rebecca J. Swinton

Brookwood Management #2, Inc.

By: David S. Band
David S. Band, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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Having been named to accept service of process for
BROOKWOOD COMMERCIAL ASSOCIATES, LTD., at the place designated in
the foregoing Certificate of Limited Partnership, I, David S. Band,
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, and I accept the duties and
obligations of Section 620.192, Florida Statutes.

Date:

May 27, 1998



David S. Band,
Registered Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned Notary Public, personally appeared David S. Band, the President of Brookwood Management #2, Inc., the general partner of Brookwood Commercial Associates, Ltd., a Florida limited partnership, hereinafter referred to as "Partnership," who, upon being duly sworn, certified as follows:

1. The amount of the capital contributions of the limited partners of the Partnership is \$ 5,000.00.
2. The amount of additional capital contributions of the limited partners of the Partnership anticipated is \$ -0-

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.

WITNESSES:

Brookwood Management #2, Inc.

By: David S. Band

David S. Band
as its President

"GENERAL PARTNER"

The foregoing instrument was acknowledged before me, this 27th day of May, 1998, by David S. Band, President of Brookwood Management #2, Inc., a Florida corporation, who is personally known to me or who has produced NA as identification and who did (did not) take an oath.

JEANINE B. SCHULTZ
Notary Public
Print Name

My Commission Expires:

