

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32304
(850) 224-8870 • 1-800-342-8062 • Fax (850) 722-2222

A98000001439

Horse Ranch

Investments, LTD.

500002556295--5

06/11/98--01021--005

****140.00 ****140.00

- ___ Art of Inc. File
- ☒ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ☒ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 11 AM 10:10

4

MSK
6/11/98

Signature

Requested by:

LS

6/11/98

9:20

Name

Date

Time

Walk-In

Will Pick Up

RECEIVED
98 JUN 11 AM 9:38

AFFIDAVIT AND CERTIFICATE
OF
LIMITED PARTNERSHIP
OF
HORSE RANCH INVESTMENTS, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 11 AM 10:10

I, DONALD J. KIPNIS, as President of Horse Ranch, Inc., a Florida corporation, the undersigned General Partner of HORSE RANCH INVESTMENTS, LTD., does hereby enter into this Certificate of Limited Partnership, under and pursuant to Chapter 620 of the Florida Statutes, and being duly sworn, do hereby certify, state and declare as follows:

ARTICLE I

The name of the limited partnership, which is hereafter referred to as the "Limited Partnership", shall be HORSE RANCH INVESTMENTS, LTD.

ARTICLE II

The principal place of business and the mailing address of the Limited Partnership in Florida shall be 394 South Hibiscus Drive, Miami Beach, Florida 33139.

ARTICLE III

The street address of the initial registered office of the Limited Partnership is 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the initial registered agent of the Limited Partnership at that address is B & C Corporate Services, Inc.

ARTICLE IV

The name and business address of the General Partner of the Partnership is as follows:

<u>Name</u>	<u>Address</u>
Horse Ranch, Inc., a Florida corporation	c/o Donald J. Kipnis, President 394 South Hibiscus Drive Miami Beach, Florida 33139

ARTICLE V

The Partnership shall commence on the earlier of April 30, 1998 or upon the filing of this Certificate of Limited Partnership with the Secretary of State of the State of Florida. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2050, unless extended in writing as provided in the Partnership Agreement.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 30 day of MARCH, 1998.

GENERAL PARTNER

HORSE RANCH, INC., a Florida
corporation

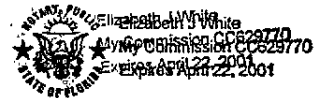
Donald J. Kipnis Pres.
DONALD J. KIPNIS, President

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 11 AM 10:10

The foregoing instrument was acknowledged before me this 30 day of March 1998 by DONALD J. KIPNIS, as President of Horse Ranch, Inc., a Florida corporation, the General Partner of HORSE RANCH INVESTMENTS, LTD., on behalf of the corporation. He is either personally known to me or has produced _____ as identification.

Elizabeth J. White
Signature of Notary Public
Print Name: ELIZABETH J. WHITE
State of: Florida
My Commission Expires:



ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 11 AM 10:10

I hereby accept the appointment as registered agent contained in the foregoing Certificate of Limited Partnership and state that I am familiar with and accept the obligations of Section 620.105 of the Revised Uniform Limited Partnership Act.

B & C CORPORATE SERVICES, INC.

By: Anna Salgado
Anna Salgado, Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 11 AM 10:10

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR
HORSE RANCH INVESTMENTS, LTD.**

BEFORE ME the undersigned, personally appeared DONALD J. KIPNIS, as President of Horse Ranch, Inc., a Florida corporation, the General Partner of HORSE RANCH INVESTMENTS, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, did certify as follows:

The amount of capital contribution of the Limited Partners is \$7,500. No additional Limited Partner Contributions are anticipated.

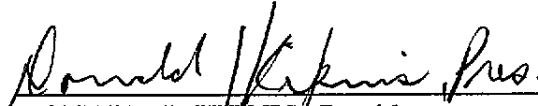
FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing, and the facts alleged are true, to the best of my knowledge and belief.

Dated this 30 day of MARCH, 1998.

GENERAL PARTNER

HORSE RANCH, INC., a Florida
corporation


DONALD J. KIPNIS, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 11 AM 10:10

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

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Elizabeth J. White

Signature of Notary Public

Print Name: ELIZABETH J. WHITE

State of: Florida

My Commission Expires:



Elizabeth J White
My Commission CC629770
Expires April 22, 2001