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June 17, 1998

REPLY TO: Miami

Florida Dept. Of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Kimba, Ltd.
Our File No. 6835.003

600002565386--0
-06/19/98--01057--003
***1837.50 ***1837.50

Gentlemen:

Enclosed for filing please find the following items:

- Certificate of Limited Partnership for the referenced Florida limited partnership;
- Registered Agent Acceptance;
- Affidavit regarding capital contributions;
- Check for \$1837.50 (check no. 247) payable to Florida Department of State for payment of filing fees, certified copy fee, and Registered Agent Designation fee.

Please process the Certificate and related documentation and forward the certified copy of the Certificate to my office using the enclosed return envelope.

If you have any questions or problems, please do not hesitate to contact me.

Sincerely yours,


Charles D. Rubin

Name	6/22/98
Availability	Charles D. Rubin
Document	CDR/wp
Examiner	Enc. DCC
Updater	cc: Stephen Kravitz (w/ enc.)
Updater	Donald R. Tescher (w/o enc.)
Verifier	E-mail - crubin@gate.net
Acknowledgement	DCC
W P. Verifier	DCC

FILED
98 JUN 19 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A98 00000 1513

To
\$1,500,000.00

CERTIFICATE OF LIMITED PARTNERSHIP

OF

KIMBA, LTD.

Pursuant to Florida Statutes Section 620.108, the described limited partnership presents this Certificate for filing with the Florida Department of State.

**SECTION 1
NAME**

The name of the limited partnership is KIMBA, LTD.

**SECTION 2
EXISTENCE**

The existence of the limited partnership shall commence upon the filing of this Certificate with the Florida Department of State.

**SECTION 3
OFFICE ADDRESS**

The address of the office of the limited partnership is 7231 S.W. 165 Street, Miami, Florida 33157.

**SECTION 4
AGENT FOR SERVICE OF PROCESS**

The agent for service of process for the limited partnership is M & W AGENTS, INC. at 9100 S. Dadeland Blvd., Suite 1707, Miami, Florida 331456.

FILED
98 JUN 19 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SECTION 5
GENERAL PARTNER**

The name and business address of the sole general partner of the limited partnership is:

SMK HOLDINGS CORP. **P98000048092**
7231 S.W. 165 Street, Miami, Florida 33157.

**SECTION 6
MAILING ADDRESS**

The mailing address for the limited partnership is 7231 S.W. 165 Street, Miami, Florida 33157.

**SECTION 7
DATE OF DISSOLUTION**

The latest date upon which the limited partnership is to dissolve is December 31, 2007.

Executed this 8 day of JUNE, 1998.

SMK HOLDINGS CORP., a Florida
corporation, as sole General Partner

By: 
STEPHEN M. KRAVITZ, Pres.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 JUN 19 PM 12:30

FILED

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for KIMBA, LTD., at the place designated in the 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, and I accept the duties and obligations of Section 620.105 of the Florida Statutes.

Dated: June 2, 1998

M & W AGENTS, INC., a Florida corporation

By: 
CHARLES RUBIN, Vice-President

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98 JUN 19 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

State of Florida

County of Miami-Dade

Before me, a notary public for the above-described state, came STEPHEN M. KRAVITZ, as President of SMK HOLDINGS CORP., a Florida corporation and general partner of KIMBA, LTD., and on behalf of SMK HOLDINGS CORP. and being duly sworn, states that:

1. As of the date hereof, the contributions of limited partners of KIMBA, LTD. to the capital of that limited partnership are \$0.
2. The anticipated contributions of limited partners of KIMBA, LTD. to the capital of that limited partnership are \$1,500,000.

SMK HOLDINGS CORP., a Florida
corporation, as sole General Partner

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JUN 19 PM 2:30
98
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

By: Stephen M. Kravitz
STEPHEN M. KRAVITZ, Pres.

Sworn to and subscribed before me, this 9 day of June, 1998, by
STEPHEN M. KRAVITZ who is personally known to me or produced
known as identification.



Carole Leonard
Notary Public
State of Florida at large

My commission expires: