

Document Number Only

A98000001682

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

400002585354--C  
-07/10/98--01067--004  
\*\*\*1837.50 \*\*\*1837.50

Kennedy - Edgewater Flexspace, Ltd.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 10 PM 2:14

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|---|---|---|
| <input type="checkbox"/> Profit                         | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger (6)         |
| <input type="checkbox"/> NonProfit                      | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Limited Liability Co.          | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Foreign                        | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of R.A.     |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Reinstatement                  | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                |
| <input checked="" type="checkbox"/> Certified Copy      | <input type="checkbox"/> Call When Ready        | <input type="checkbox"/> Call if Problem    |
| <input type="checkbox"/> Call When Ready                | <input type="checkbox"/> Will Wait              | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In             |   | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                       |   |   |

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

JUL 10 1998

Thanks,  
Jeff

File Second

NYC  
7/10/98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 10, 1998

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: KENNEDY-EDGEWATER FLEXSPACE, LTD.  
Ref. Number: W98000015717

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DIVISION OF CORPORATIONS  
98 JUL 10 PM 2:14

We have received your document for KENNEDY-EDGEWATER FLEXSPACE, LTD. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$1,837.50 payment.

Before this partnership can be filed, the general partner -- KENNEDY-EDGEWATER FLEXSPACE LLC -- will have to complete its filing.

ALSO, PLEASE NOTE that the AFFIDAVIT OF CAPITAL CONTRIBUTIONS for a Florida limited partnership must contain TWO money amounts -- the amount contributed by the limited partners to date, and the total anticipated limited partner contribution amount. Your affidavit only contains the TOTAL ANTICIPATED AMOUNT. You could reword your present document so that it read "the amount of capital contributions contributed and anticipated to be contributed." Or if nothing has actually been contributed yet, you could add language stating that.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

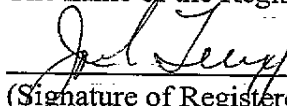
If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 298A00037006

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
KENNEDY-EDGEWATER FLEXSPACE, LTD.**

**THE UNDERSIGNED**, the general partner of KENNEDY-EDGEWATER FLEXSPACE, LTD. (the "Partnership"), does hereby certify as follows for the purpose of forming a limited partnership pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act:

1. The name of the Partnership is "Kennedy-Edgewater FlexSpace, Ltd."
2. The business address and the mailing address of the Partnership is 1400 N.W. 107<sup>th</sup> Avenue, Miami, Florida 33172-2704.
3. The name of the Registered Agent for service of process is Joel Levy.  
  
(Signature of Registered Agent)
4. The address for the Registered Agent is 1400 N.W. 107<sup>th</sup> Avenue, Miami, Florida 33172-2704.
5. The latest date upon which the Partnership is to be dissolved is June 30, 2048.
6. The name and business address of the general partner of the Partnership is Kennedy-Edgewater FlexSpace LLC, a Florida limited liability company with offices at 1400 N.W. 107<sup>th</sup> Avenue, Miami, Florida 33172-2704.


Signed this 9<sup>th</sup> day of July, 1998.

GENERAL PARTNER:

**KENNEDY-EDGEWATER FLEXSPACE LLC**,  
a Florida limited liability company

By: **AP-ADLER INVESTMENT FUND, L.P.**, a  
Delaware limited partnership, *as its  
managing member*

By: **ADLER NEWCO GP, INC.**, a  
Florida corporation, *as its general  
partner*

By:   
Michael M. Adler, President

FILED  
STATE  
SECRETARY OF  
DIVISION OF  
98 JUL 10 PM 2:14

STATE OF FLORIDA  
COUNTY OF DADE

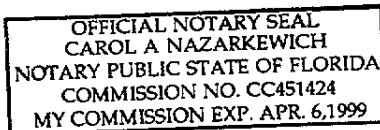
BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Michael M. Adler, who is known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions to Kennedy-Edgewater FlexSpace, Ltd. (the "Partnership"), or who presented \_\_\_\_\_ as identification, and he acknowledged to me and before me that he executed this Affidavit as President of Adler Newco GP, Inc. and that said corporation is the general partner of the Delaware limited partnership that serves as the managing member of the general partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9th day of July, 1998.

(SEAL)

Carol A. Nazarkewich  
Notary Public, State of Florida

My commission expires:



**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME appeared the undersigned, being the President of Adler Newco GP, Inc., a Florida corporation that is the managing general partner of AP-Adler Investment Fund, L.P., a Delaware limited partnership that is the managing member of Kennedy-Edgewater FlexSpace LLC, a Florida limited liability company that is the sole general partner of Kennedy-Edgewater FlexSpace, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who upon being sworn, certified that the value of the property and the amount of capital contributions contributed and anticipated to be contributed by the limited partners of the Partnership is \$10,198,980.

Dated: July 9<sup>th</sup>, 1998

***FURTHER AFFIANT SAYETH NOT.***


*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.*

GENERAL PARTNER:

**KENNEDY-EDGEWATER FLEXSPACE LLC,**  
a Florida limited liability company

By: AP-ADLER INVESTMENT FUND, L.P., a  
Delaware limited partnership, *as its*  
*managing member*

By: ADLER NEWCO GP, INC., a  
Florida corporation, *as its general*  
*partner*

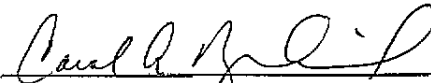
By:   
Michael M. Adler, President

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Michael M. Adler, who is known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions to Kennedy-Edgewater FloxSpace Ltd. (the "Partnership"), or who presented \_\_\_\_\_ as identification, and he acknowledged to me and before me that he executed this Affidavit as President of Adler Neo GP, Inc. and that said corporation is the general partner of the Delaware limited partnership that serves as the managing member of the general partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9th day of July, 1998.

(SEAL)

  
Notary Public, State of Florida

My commission expires:

