

SENT BY: RUDEN MCCLOSK

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FLORIDA DIVISION OF CORPORATIONS
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FROM: RUDEN, MCCLOSKY, SMITH, SCHUSTER & RUSSELL,
CONTACT: LISA A LANIUS
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NAME: 1401 ASSOCIATES, LTD.

AUDIT NUMBER.....H98000012976

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 3

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
1401 ASSOCIATES, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is 1401 ASSOCIATES, LTD.
2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is 1401 University Drive, Suite 200, Coral Springs, Florida 33071.
3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is 1401 Corporation, 1401 University Drive, Suite 200, Coral Springs, Florida 33071.
4. The name of the General Partner of the Partnership is 1401 Corporation, and the business address of the Partnership is 1401 University Drive, Suite 200, Coral Springs, Florida 33071.
5. A mailing address for the Partnership is 1401 University Drive, Suite 200, Coral Springs, Florida 33071.
6. The latest date upon which the Partnership is to dissolve is thirty years following the date of filing of this Certificate.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Certificate this 14th day of July, 1998.

Prepared by:
Mark P. Grant, Esq., FL Bar #218881
Ruden, McClosky, et al.,
P.O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

GENERAL PARTNER:

1401 CORPORATION

By: Paul Corban
Paul Corban, Vice President

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ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

THE UNDERSIGNED, named as the agent for service of process in paragraph 3 of the Certificate of Limited Partnership of 1401 Associates, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that it is familiar with and accepts the obligations imposed upon registered agents under the Florida Revised Uniform Limited Partnership Act (1986).

1401 CORPORATION

By: 

Paul Corban, Vice President

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Prepared by:
Mark F. Grant, Esq., FL Bar #218881
Ruden, McClosky, et al.
P.O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
1401 ASSOCIATES, LTD.**

BEFORE ME, the undersigned, constituting the sole General Partner of 1401 ASSOCIATES, LTD. ("Partnership"), a Florida limited partnership, certifies as follows:

The limited partners' contributions to the Partnership consist of the contribution of their interests in certain real property located at 1401 University Drive, Suite 200, Coral Springs, Florida having an agreed upon net fair market value of \$3,168,000, and it is not anticipated that future contributions of limited partners will be made.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

1401 CORPORATION

By: 

Paul Corban, Vice President

Prepared by:
Mark F. Grant, Esq., FL Bar#218881
Ruden, McClosky, et al.
P.O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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