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P. 001

Division of Corporations

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*Sandra Ameson*

FLORIDA LIMITED PARTNERSHIP

AP-ADLER SPV, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$140.00

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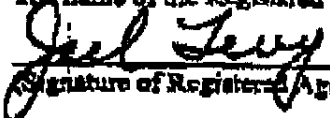
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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
AP-ADLER SPV, LTD.**

**THE UNDERSIGNED**, the general partner of AP-ADLER SPV, 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 "AP-Adler SPV, 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 December 31, 2046.
6. The name and business address of the general partner of the Partnership is AP-Adler GP LLC, a Florida limited liability company with offices at 1400 N.W. 107<sup>th</sup> Avenue, Miami, Florida 33172-2704.

Signed this 26<sup>th</sup> day of August, 1998

698-1614

**GENERAL PARTNER:**

AP-ADLER GP LLC, a Florida limited liability company

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

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

PREPARED BY:  
Seth P. Joseph, Esq.  
STROOCK & STROOCK & LAVAN LLP  
1300 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131-2385  
Florida Bar No. 0286656

By:   
Michael M. Adler, President

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STATE OF FLORIDA  
COUNTY OF DADE

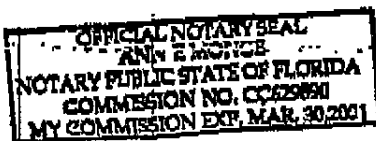
BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Michael M. Adler, who is known to me and known by me to be the person who executed the foregoing Certificate of Limited Partnership of AP-Adler SPV, 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 managing general partner of the 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 26 day of August, 1998.

(SEAL)

My commission expires:

  
\_\_\_\_\_  
Notary Public, State of Florida



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**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 AP-Adler GP LLC, a Florida limited liability company that is the sole general partner of AP-Adler SPV, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who upon being sworn, certified that: (i) the amount of cash capital contributions contributed to date by the limited partners of the Partnership is \$999.00; (ii) no additional amount of cash capital contributions are anticipated to be contributed by the limited partners of the Partnership; and (iii) no property other than cash has been contributed by the limited partners of the Partnership and it is not anticipated that the limited partners will contribute any property other than cash to the capital of the Partnership.

Dated: August ~~26~~<sup>26<sup>th</sup></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:**

**AP-ADLER GP LLC**, a Florida limited liability company

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

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

By: 

Michael M. Adler, President

Prepared by:  
Seth P. Joseph, Esq.  
Stroock & Stroock & Lavan LLP  
3300 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131-2385  
Florida Bar No. 0286656

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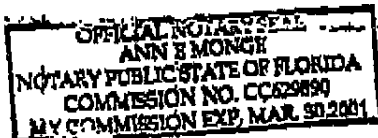
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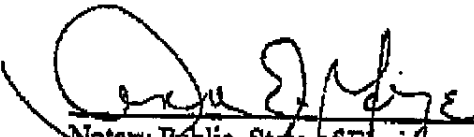
BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Michael M. Adler, who is known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions to AP-Adler SPV, 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 managing general partner of the limited partnership that is 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 26 day of August, 1998.

(SEAL)

My commission expires:



  
Notary Public, State of Florida

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