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SECRETARY OF CORPORATIONS
98 OCT 15 PM 3:51



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 993943 4141A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 13, 1998

ORDER TIME : 10:21 AM

ORDER NO. : 993943-005

CUSTOMER NO: 4141A

CUSTOMER: Ms. Michelle Sanderson
GUNSTER YOAKLEY VALDES-FAULI &
GUNSTER YOAKLEY VALDES-FAULI &
Suite 3400, One Biscayne Tower
Two South Biscayne Boulevard
Miami, FL 33131

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***1750.00 ***1750.00

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-10/13/98--01039--017
*****35.00 *****35.00

DOMESTIC FILING

NAME: SUSSMAN & SUSSMAN, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

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h/k
10/15/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 13, 1998

JEANINE REYNOLDS
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: SUSSMAN & SUSSMAN, LTD.
Ref. Number: W98000023255

RESUBMIT
Please give original
submission date as file date.

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We have received your document for SUSSMAN & SUSSMAN, LTD. and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have retained your \$1,785.00 filing fee.

We have to have a DEFINITE MONEY AMOUNT on the Affidavit. We cannot accept "not less than \$200,000.00."

The reason for this is that we have to use a definite money amount to determine your filing fee. We also have to have definite money amount to decide at what point the partnership will be required to file a SUPPLEMENTAL AFFIDAVIT.

Partnerships are required to file a SUPPLEMENTAL AFFIDAVIT when the actual limited partner contribution amount surpasses the previously declared anticipated amount.

If you want to pay the MAXIMUM FILING fee of \$1,785.00, it would be to the partnership's advantage to declare a TOTAL ANTICIPATED AMOUNT that is so high that it will never be exceeded.

Also, please note that while you cannot tell us that your total anticipated amount will be "not less than", you COULD state that the TOTAL ANTICIPATED AMOUNT WILL NOT EXCEED _____."

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

DIVISION OF CORPORATIONS

Letter Number: 398A00050781
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RECEIVED

**CERTIFICATE OF CONVERSION
AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
SUSSMAN & SUSSMAN, LTD.**

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The undersigned general partners of SUSSMAN & SUSSMAN, a Florida general partnership (hereinafter referred to as the "Partnership"), in accordance with Florida Statute Section 620.8902, hereby execute and file this Certificate of Conversion and Certificate of Limited Partnership for the purpose of converting an existing Florida general partnership into a limited partnership pursuant to the provisions of the Florida Revised Uniform Partnership Act and to be governed under the Florida Revised Uniform Limited Partnership Act. In accordance with the Act, the undersigned hereby adopt the following certificate for such limited partnership:

1. In accordance with the provisions of Section 620.8902(3), the Partnership hereby makes the following statements:

- (a) The Partnership shall be converted from a general partnership into a limited partnership.
- (b) Prior to the conversion hereby, the name of the Partnership was SUSSMAN & SUSSMAN.
- (c) The votes cast by the partners for the conversion of the Partnership into a limited partnership was unanimous.
- (d) The conversion of the Partnership into a limited partnership shall be effective on the date this Certificate is filed with the Florida Secretary of State's office.
- (e) Except for Sussman & Sussman Realty Management, LLC., which shall be the sole General Partner of the partnership after conversion, all other partners

THIS DOCUMENT PREPARED BY:

Mark J. Scheer, Esq.
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131
Tel: (305) 376-6040

Florida Bar No.: 0710430

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of the Partnership shall, upon conversion, become limited partners of the Partnership.

2. The name of the limited partnership is SUSSMAN & SUSSMAN, LTD.

3. (a) The address of the office of the Partnership at which place the records shall be maintained is:

5841 Biscayne Boulevard
Miami, Florida 33137

(b) The name and address of the Partnership's agent for service of process is:

Steven Sussman
5841 Biscayne Boulevard
Miami, Florida 33137

4. The name and address of the initial general partner of the limited partnership are:

Sussman & Sussman Realty Management, LLC
5841 Biscayne Boulevard
Miami, Florida 33137

L980001943

5. The mailing address for the Partnership is:

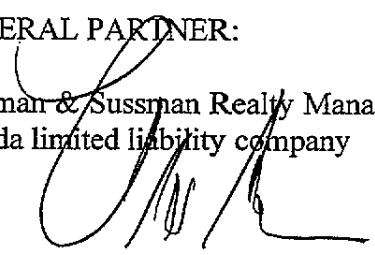
5841 Biscayne Boulevard
Miami, Florida 33137

6. The term of the Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida and shall continue until December 31, 2038, unless sooner terminated as provided in the Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned general partners have hereto executed this Certificate as of the 18 day of ^{September} August, 1998.

GENERAL PARTNER:

Sussman & Sussman Realty Management, LLC, a
Florida limited liability company

By: 
Maurice Sussman, Managing Member

By: Irving Sussman
Irving Sussman, Managing Member

By: Selig Sussman
Selig Sussman, Managing Member

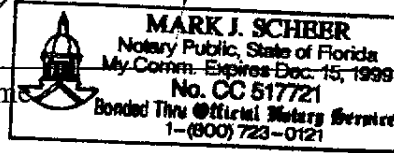
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STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

BEFORE ME the undersigned authority, personally appeared MAURICE SUSSMAN, IRVING SUSSMAN, and SELIG SUSSMAN, in their capacity as managing members of Sussman & Sussman Realty Management LLC, the sole general partner of SUSSMAN & SUSSMAN, a Florida limited partnership, whom are personally known to me and produced AK as identification.

[Signature]
NOTARY PUBLIC, State of Florida

Print Name



My Commission Expires: _____

Having been named to accept service of process for the above stated limited partnership, at the place designated in this Certificate of Limited Partnership, I hereby 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.

Steven Sussman
Steven Sussman

Dated: 9/18/98

AFFIDAVIT

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared MAURICE SUSSMAN (the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:

1. Affiant is a managing member of Sussman & Sussman Realty Management LLC, a Florida limited liability company, a general partner of SUSSMAN & SUSSMAN, a Florida general partnership which has converted to a Florida limited partnership under the Florida Revised Uniform Limited Partnership Act.

2. The capital contribution and anticipated capital of the initial limited partners is \$250,000.00.

3. The Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this Affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.

The foregoing instrument was acknowledged before me this 18 day of Sept, 1998, by MAURICE SUSSMAN who is personally known to me and produced as identification.

NOTARY PUBLIC, State of Florida

Print Name

My Commission Expires:



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