

A98000002385

LAW OFFICES

JEFFREY A. SARROW, P.A.
300 SOUTH PINE ISLAND ROAD, SUITE 304
PLANTATION, FLORIDA 33324

(954) 475-3188
TELEFAX (954) 474-4416

October 2, 1998

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

600002656036--1
-10/05/98--01139--001
*****52.50 *****52.50

Re: Rivers Edge II, Ltd. - Agreement of Limited Partnership

600002656036--1
-10/21/98--01003--002
*****35.00 *****35.00

Dear Ladies and Gentlemen:

I am enclosing for filing duplicate originals of an Agreement of Limited Partnership of Rivers Edge II, Ltd., a Florida limited partnership. Since this partnership has minimal capitalization, I am enclosing my office check in the amount of \$52.50 representing your filing fee. I would appreciate your forwarding a file stamped Agreement to me in the enclosed stamped envelope. Should you have any questions please do not hesitate to contact me.

Very truly yours,



JEFFREY A. SARROW

| | |
|-------------------|-----------|
| Name | 10/7/98 |
| Availability | dcc |
| Document Examiner | Enclosure |
| Updater | JAS:scs |
| Updater Verifier | C |
| Acknowledgement | DCC |
| File Verifier | DCC |

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 19 AM 10:33

TC
\$99.00

W98000022776

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LAW OFFICES
JEFFREY A. SARROW, P.A.
300 South Pine Island Road, Suite 304
Plantation, Florida 33324

(954) 475-3188
(954) 474-4416

October 15, 1998

Via Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Rivers Edge II, Ltd. - Agreement of Limited Partnership
Reference #W98000022776

Dear Ladies and Gentlemen:

I am resubmitting an original and one copy of the Certificate of Limited Partnership of Rivers Edge II, Ltd. Previously, on or about October 2, 1998, papers had been submitted for the formation of Rivers Edge II, Ltd. accompanied by my office check in the amount of \$52.50. I believe that you have retained the check pending resubmission of the enclosed Certificate. I am also enclosing my check in the amount of \$35.00 representing the registered agent's designation fee.

Finally, pursuant to Florida Statute §620.18, I am enclosing an Affidavit setting forth the amount of capital contributions of the limited partners and amounts anticipated to be contributed.

I would ask that you please file and record the Certificate of Limited Partnership and mail the stamped copy back to my office in the enclosed self addressed stamped envelope.

Thank you for your consideration.

Very truly yours,



JEFFREY A. SARROW

Enclosure
JAS:vio



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 7, 1998

JEFFREY A. SARROW, P.A.
300 SOUTH PINE ISLAND ROAD, SUITE 304
PLANTATION, FL 33324

SUBJECT: RIVERS EDGE II, LTD.
Ref. Number: W98000022776

We have received your document for RIVERS EDGE II, LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document must be entitled "Certificate of Limited Partnership". You also failed to include the registered agents designation fee of \$35.00.

Section 620.108, Florida Statutes, requires that limited partnership certificates include the mailing address in addition to the principal place of business address. Please correct your document accordingly. If the mailing address and principal place of business are one and the same, please be sure this is clearly reflected in your document.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Section 620.108, Florida Statutes, requires the affidavit include the amount of capital contributions of the limited partners and the amount anticipated to be contributed.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 498A00049818

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
RIVERS EDGE II, LTD.**

WE, THE UNDERSIGNED, intending to form a Limited Partnership pursuant to the provisions of the Uniform Limited Partnership Law of the State of Florida, being duly sworn, do hereby certify as follows:

**ARTICLE I
NAME**

The name of the Limited Partnership shall be **RIVERS EDGE II, LTD.**

**ARTICLE II
PURPOSE**

The character of the business to be carried on by the Limited Partnership will be to conduct any business which is lawful under the laws of the State of Florida. Such business shall include, but is not limited to, the acquisition and ownership of real property.

**ARTICLE III
MAILING ADDRESS AND LOCATION OF PRINCIPAL PLACE OF BUSINESS**

The mailing address and principal place of business of the Limited Partnership is 3250 Mary Street, Suite 306, Miami, Florida 33133.

**ARTICLE IV
NAME AND ADDRESS OF EACH GENERAL AND LIMITED PARTNER**

✓ 38691

The name and address of the General Partner is **STYLES HOLDINGS II, INC.** 3250 Mary Street, Suite 306, Miami, Florida 33133.

The name and address of the Limited Partner is **PAUL STEINFURTH**, 3250 Mary Street, Suite 306, Miami, Florida, 33133.

**ARTICLE V
TERM OF PARTNERSHIP**

The term of the Limited Partnership shall commence upon the filing for record of the Certificate of Limited Partnership in the office of the Secretary of State of the Florida Department of State and shall continue until December 31, 2025.

**ARTICLE VI
INITIAL CAPITAL CONTRIBUTION**

The amount of the cash contributed to the Limited Partnership by the General Partner is One and 00/100 Dollar (\$1.00) in the aggregate. The amount of the cash contributed to the Limited Partnership by the Limited Partner is Ninety Nine and 00/100 Dollars (\$99.00).

ARTICLE VII
ADDITIONAL CAPITAL CONTRIBUTIONS

The Limited Partner has not agreed to make additional contributions either in cash or property

ARTICLE VIII
RETURN OF CAPITAL CONTRIBUTIONS

Subject to the payment of debts and any other obligations of the Limited Partnership out of Limited Partnership funds, the contributions of the Limited Partner shall be returned upon the termination or dissolution of the Limited Partnership.

ARTICLE IX
DISTRIBUTIONS

The net profits, losses, deductions, and credits of the Limited Partnership for any year will be allocated ninety-nine percent (99%) to the Limited Partner and one percent (1%) to the General Partner. The Limited Partnership shall utilize a calendar year.

ARTICLE X
RIGHT TO CONTINUE BUSINESS

A substitute General Partner shall have the power to continue the business of the Limited Partnership upon the termination, dissolution, or lack of capacity of a General Partner.

ARTICLE XI
REGISTERED AGENT

The Registered Agent for service of process shall be Jeffrey A. Sarrow, 300 South Pine Island Road, Plantation, Florida. The office of the registered agent shall be 300 South Pine Island Road, Plantation, Florida.

ARTICLE XII
ASSIGNMENT BY LIMITED PARTNER

The Limited Partner shall not have the right to designate any person to which it has assigned all or part of its interest in the Limited Partnership as a substituted Limited Partner unless the General Partner consents thereto. Unless such consent is obtained, the assignee shall only have the right to share in the profits or losses of the Limited Partnership which the transferring Limited Partner has pursuant to this Agreement.

ARTICLE XIII
PRIORITIES OF LIMITED PARTNERS

The Limited Partner has no priority over any other Limited Partner as to the return of its capital contribution or as to an allocation of profit and losses or distributions of any kind.

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DIVISION OF CORPORATIONS
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ARTICLE XIV
RIGHT TO RECEIVE PROPERTY OTHER THAN CASH

The Limited Partner shall have no right to demand and receive property other than cash in return for his contribution.

Dated this 10 day of October, 1998.

Witnesses:

Carol Ogh
Charles

"GENERAL PARTNER"
STYLES HOLDINGS II, LTD.
a Florida corporation

by: Paul C. Steinfurth

Paul C. Steinfurth, President

Carol Ogh
Charles

"LIMITED PARTNER"

Paul C. Steinfurth

STATE OF FLORIDA

SS:

COUNTY OF DADE

BEFORE ME personally appeared Paul C. Steinfurth as President of **STYLES II, LTD.** known to me to be the person described in and who executed the foregoing instrument, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed. Paul C. Steinfurth is personally known to me.

WITNESS my hand and official seal this 10 day of October, 1998.

Janett W. Pascual
NOTARY PUBLIC,
State of Florida at Large

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 19 AM 10:33


STATE OF FLORIDA

SS:

COUNTY OF DADE

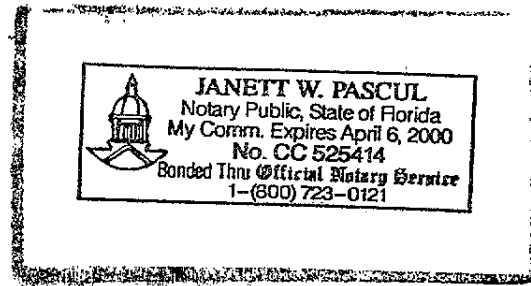
BEFORE ME personally appeared Paul C. Steinfurth, known to me to be the person described in and who executed the foregoing instrument, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed. Paul C. Steinfurth is personally known to me.

WITNESS my hand and official seal this 10 day of October, 1998.




NOTARY PUBLIC,
State of Florida at Large

My Commission Expires:



ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for Rivers Edge II, Ltd. at 300 South Pine Island Road, Plantation, Florida 33324, Jeffrey A. Sarrow, Esq. is familiar with the obligations of Registered Agent and hereby accepts to act in this capacity and agrees to comply with the provisions of the Florida Uniform Limited Partnership Act and Florida Statute §48.091 relative to keeping open said office.




JEFFREY A. SARROW, ESQ. as
Registered Agent

AFFIDAVIT

BEFORE ME the undersigned authority personally appeared Paul Steinfurth, who after first being duly sworn deposes and states as follows:

1. My name is Paul Steinfurth and I am the President of Styles Holdings II, Inc., General Partner of Rivers Edge II, Ltd., a Florida limited partnership. I am also the sole limited partner.
2. The amount of capital contribution of a limited partner is \$99.00. It is not anticipated that additional funds or property will be contributed by the limited partners.

FURTHER AFFIANT SAYETH NAUGHT.


PAUL STEINFURTH, Individually and as
President of Styles Holdings II, Inc.

STATE OF FLORIDA }

SS

COUNTY OF }

The foregoing instrument was acknowledged before me this 10 day of October, 1998 by PAUL STEINFURTH, who is personally known to me or who has produced _____ as identification and who did (not) take oath under penalty of perjury.

(Notary Seal)

My Commission Expires:

