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CLAUDE DORSY

ATTORNEY AT LAW

SUITE 200

7740 S.W. 104th STREET

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October 28, 1998

FEDERAL EXPRESS

Michell Hodges

Document Specialist

Florida Department of State

409 East Gaines Street

Tallahassee, FL 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 30 PM 3:56

Re: Bayside Associates, Ltd. and South Beach-Jefferson, Ltd.

Dear Ms. Hodges:

Enclosed please find two Certificates of Limited Partnership of Bayside Associates, Ltd.

The cost of forming this partnership should be:

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***148.75 ***148.75

- (i) \$52.50 based on \$7,000 of capital contribution.
- (ii) \$35 for the registered agent.
- (iii) Certificate of Good Standing \$8.75.
- (iv) Certified Copy of filing Partnership \$52.50.

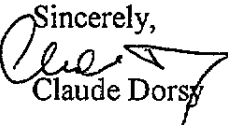
Accordingly, enclosed please find a check for the total amount of \$148.75.

In addition, please find two Amendments to the Certificate of Limited Partnership of South Beach-Jefferson, Ltd. changing the name to Kwan, Ltd. and changing the general partner. A check of \$105.00 is enclosed for the filing fee and return certified copy.

I would appreciate if you could return the foregoing certified copies of Bayside Associates, Ltd. and amendment changing name to Kwan, Ltd. to Claude Dorsy at 7740 SW 104th Street, Suite 200, Miami, FL 33156. Please send it standard delivery by Federal Express charging Federal Express Account Number 1079-0908-7 based on the enclosed Federal Express Invoice that we have enclosed for your convenience.

Enclosures

Name	MDH
Availability	MDH
Document Examiner	MDH
Updater	MDH
Updater Verifier	MDH
Acknowledgement	MDH

Sincerely,

Claude Dorsy

CERTIFICATE OF LIMITED PARTNERSHIP OF
Bayside Associates
a Florida limited Partnership

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620 of the Florida Statutes, hereby state the following:

1. The name of the Partnership is: **Bayside Associates, Ltd.**
2. The address of the office of the Partnership is: 7740 S.W. 104th Street, Suite 200, Miami, FL 33156.
3. The name and address of the agent for service of process on the Partnership is CLAUDE DORSY, 7740 S.W. 104th Street, Suite 200, Miami, FL 33156.
4. The name and business address of the General Partner is as follows:

First Florida Equities, Inc. 7740 S.W. 104th ST.,
Suite 200
Miami, Florida 33156
M116984

5. The mailing address of the Partnership is: 7740 S.W. 104th Street, Suite 200, Miami, FL 33156.
6. The latest date upon which the Partnership shall dissolve is December 31, 2028.
7. The effective date of this Certificate of Limited Partnership shall be upon filing with the Secretary of State.
8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by the General Partner.

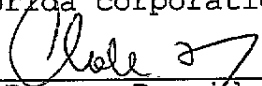
The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by First Florida Equities, Inc. as the General Partner of Bayside Associates, Ltd. this 28th day of October 1998.

General Partner:
First Florida Equities, Inc.
a Florida corporation

By:



Claude Dorsy, President

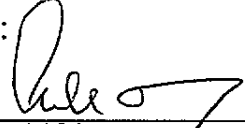
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Bayside Associates, a Florida limited partnership [the "Partnership"] in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

By:



Claude Dorsy

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98 OCT 30 PM 3:56

STATE OF FLORIDA)
)
COUNTY OF DADE)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared Claude Dorsy, the President of First Florida Equities, Inc., the general partner of Bayside Associates, a Florida limited partnership, hereinafter referred to as the "Partnership," who upon being duly sworn, certified as follows:

1. The amount of capital contribution to the Partnership to be made by the limited partners and anticipated to be made by the limited partners is \$7,000.00

Bayside Associates,
a Florida limited partnership

By:

First Florida Equities, Inc.,
a Florida corporation,
the General Partner

By:

Claude Dorsy
Claude Dorsy, President

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 Claude Dorsy, President of First Florida Equities, Inc. the General Partner of Bayside Associates, Ltd., known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contribution, and he acknowledged to me and before me that the executed this Affidavit of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 28th day of October 1998.

Karla Cunningham
Karla Cunningham, Notary Public
State of Florida, at large

My Commission Expires:



KARLA CUNNINGHAM
My Commission CC481588
Expires Jul. 18, 1999
Bonded by HAI
800-422-1555

38 OCT 30 PM 12:36
SECRETARY OF STATE
DIVISION OF CORPORATIONS