

A98000002523

Charter Number Only

VALIDATION ONLY

11/09/98

JONATHAN M. GREEN, P.A.

Requestor's Name

799 BRICKELL PLAZA #700

Address

Miami, FL 33131

City

State

ZIP

Phone

(305) 372-5100M

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***1837.50 ***1837.50

CORPORATION(S) NAME

THE VILA FAMILY LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 AM 10:36

- () Profit () Amendment () Merger
- () NonProfit () Dissolution () Mark
- () Foreign () Annual Report () Other
- (X) Limited Partnership () Reservation () Change of Registered Agent
- (X) Reinstatement
- () Certified Copy () Photo Copies () Certificate Under Seal
- () Call When Ready () Call If Problem () After 4:30
- (X) Walk In () Will Wait (X) Pick Up () Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (R8-85)



Empire Toll Free: 1-800-432-3028

B/K

11/10/98

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

THE VILA FAMILY LIMITED PARTNERSHIP

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THIS CERTIFICATE is duly executed and filed pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), as amended (the "Act"), in order to form a limited partnership under the Act.

- (a) **Name.** The name of the subject limited partnership is The Vila Family Limited Partnership (the "Partnership").
- (b) **Recordkeeping Office.** The address of the office at which the Partnership shall keep the records required to maintained under the Act is:

20451 S.W. 216th Street
Homestead, FL 33170

Registered Agent; Registered Office. The name and address of the agent for service of process on the Partnership required to be maintained under the Act are:

Jonathan H. Green & Associates, P.A.
A Florida Corporation
Suite 700
799 Brickell Plaza
Miami, FL 33131

- (c) **General Partners.** The name and business address of each general partner are:

Baudilio B. Vila
20451 S.W. 216th Street
Homestead, FL 33170

Dulce M. Vila
20451 S.W. 216th Street
Homestead, FL 33170

Juan Carlos Vila
20451 S.W. 216th Street
Homestead, FL 33170

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(d) **Mailing Address.** The mailing address of the Partnership is:

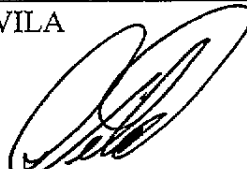
20451 S.W. 216th Street
Homestead, FL 33170

(e) **Term.** The latest date upon which the Partnership is to dissolve is
December 31, 2040.

IN WITNESS WHEREOF, each of the general partners has duly executed
this Certificate, this 28 day of October, 1998.


BAUDILIO B. VILA


DULCE M. VILA


JUAN CARLOS VILA

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CONSENT TO SERVE AS REGISTERED AGENT

FOR

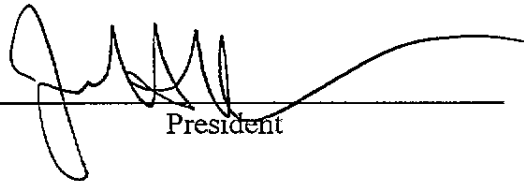
THE VILA FAMILY LIMITED PARTNERSHIP

Having been appointed to serve in the State of Florida as the registered agent of, and to accept service of process for, The Vila Family Limited Partnership, the undersigned hereby accepts said appointment and agrees to serve as said registered agent.. The undersigned further agrees to comply with the provisions of all Florida statutes relative to the proper and complete performance of the undersigned's duties, and hereby acknowledges that the undersigned is familiar with and accepts the obligation of the undersigned's position as said registered agent.

Dated: October 28, 1998.

JONATHAN H. GREEN & ASSOCIATES,
P.A., a Florida corporation

By

A handwritten signature in black ink, appearing to read 'J. Green', is written over a horizontal line.

President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

TO

THE VILA FAMILY LIMITED PARTNERSHIP

The undersigned, all of the general partners of The Vila Family Limited Partnership, a Florida limited partnership, hereby certify that:


The amount of the capital contributions of the limited partners to date is:
\$-0-.

The total amount contributed and anticipated to be contributed by the limited partners is: \$5,000,000.

FURTHER AFFIANTS SAYETH NOT.

Under penalties of perjury, the undersigned declare that the undersigned have read the foregoing and know the contents of the foregoing, and that the facts stated in the foregoing are true and correct.


BAUDILIO B. VILA


DULCE M. VILA


JUAN CARLOS VILA