

CAPITAL CONNECTION INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8670 • (850) 224-8662 Fax (850) 224-1122

A98000002644

CRP One LTD Partnership

200002698842--6

-12/01/98--01056--006

***1837.50 ***1837.50

☒ Art of Inc. File

___ LTD Partnership File

___ Foreign Corp. File

___ L.C. File

___ Fictitious Name File

___ Trade/Service Mark

___ Merger File

___ Art. of Amend. File

___ RA Resignation

___ Dissolution / Withdrawal

___ Annual Report / Reinstatement

☒ Cert. Copy

___ Photo Copy

___ Certificate of Good Standing

___ Certificate of Status

___ Certificate of Fictitious Name

___ Corp Record Search

___ Officer Search

___ Fictitious Search

___ Fictitious Owner Search

___ Vehicle Search

___ Driving Record

___ UCC 1 or 3 File

___ UCC 11 Search

___ UCC 11 Retrieval

___ Courier

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 DEC -1 PM 1:04

98 DEC -1 PM 1:04
DIVISION OF CORPORATIONS
SECRETARY OF CORPORATIONS

C

Signature

Requested by:

Name

Date

Time

12/1/98

10:27

Will Pick Up

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CRP ONE LTD. PARTNERSHIP
A Florida Limited Partnership**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC - 1 PM 1:04

The undersigned, acting as formers of a limited partnership under the Florida Revised Uniform Partnership Act, adopt the following certificate for such limited partnership.

1. Name. The name of this Limited Partnership is CRP ONE LTD. PARTNERSHIP.

2. Business. The general character of the Partnership business shall be to own, acquire, sell and lease investment real estate and other investment property of any type, kind or description including marketable securities and to conduct a general business as thereto related.

3. Principal Place of Business and Location of Records. The location of the principal place of business of the Partnership is at 260 Harbor Drive, Key Biscayne, Florida 33149, at which place the records shall be maintained.

4. Registered Agent. The name and address of the registered agent for service for this Limited Partnership is First National Bank of South Miami, 5750 Sunset Drive, Miami, Florida 33143, who acknowledges by its signature hereunder, that it accepts same.

5. The General Partner. The name and business address of the General Partner is as follows:

GENERAL PARTNER

PLACE OF BUSINESS

CRP CORPORATION

260 Harbor Drive
Key Biscayne, Florida 33149

pg 000060339

6. Mailing Address. The mailing address of the Limited Partnership is at 260 Harbor Drive, Key Biscayne, Florida 33149.

7. Term. The Partnership shall begin at the time of the filing of the certificate of Limited Partnership with the Department of State and shall liquidate and dissolve on December

31, 2038, unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.

6. Additional Contributions. No additional contributions of the Limited Partners have been agreed upon.

7. Return of Contributions. No Limited Partner shall be entitled to withdraw or demand the return of any part of his or her capital contribution except upon dissolution of the Partnership.

8. Profits. All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportion as the Partners' then capital interest accounts, unless retained for Partnership investment and business activities.

9. Sale or Transfer of Interest in Partnership. A Limited Partner shall not have the right to sell or transfer his or her interest in the Partnership without the prior written consent of all the other partners, unless the transfer is a Permitted Transfer, as explained in detail by the Partnership Agreement.

10. Additional Limited Partners. The General Partners may admit additional limited partners.

11. Priority Among Limited Partners. There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

12. Continuance of Business. Upon the death, retirement, dissolution or incompetency of the "surviving General Partner", the Partnership shall dissolve unless continued by the remaining Partners and selecting when necessary, by unanimous vote, a new successor General Partner.

13. Property Other than Cash. A Limited Partner may not demand property other than cash in return for his or her contributions.

14. Amount of Cash and Affidavit to Agreed Value and Description of Property Contributed. The Limited Partners in the Limited Partnership have contributed their interest in the property as set forth in Schedule "A," Affidavit of the Amount of the Capital Contributions

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98DEC-1 PM 1:04

of the Limited Partners, and Any Amount Anticipated to be Contributed by the Limited Partners," attached hereto, with an agreed value of \$ -0-.

IN WITNESS WHEREOF, the parties have hereunder executed this Certificate on the 19 day of November, 1998.

GENERAL PARTNER:

CRP CORPORATION

By: TOYA C. ROFF
TOYA C. ROFF, Trustee
President

FIRST NATIONAL BANK OF SOUTH
MIAMI, *Registered Agent*

By: DAVID M. GRAUL
DAVID M. GRAUL
Vice-President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
DEC - 1 PM 1:04

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -1 PM 1:04

SCHEDULE A
CRP ONE LTD. PARTNERSHIP
AFFIDAVIT OF THE AMOUNT OF THE CAPITAL
CONTRIBUTIONS OF THE LIMITED PARTNERS,
AND ANY AMOUNT ANTICIPATED TO BE
CONTRIBUTED BY THE LIMITED PARTNERS

The undersigned presents this Affidavit, given under oath, to affirm the following:

1. The amount of the capital contributions to date of the Limited Partners of CRP ONE LTD. PARTNERSHIP is \$ - 0 -.
2. The amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$ 250,000.

CRP CORPORATION

By: TOYA C. ROFF
Toya C. Roff, President

Dated: NOV. 19, 1998

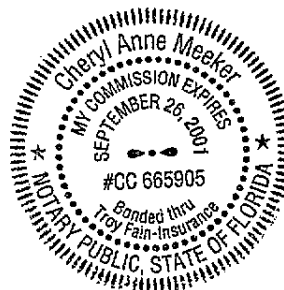
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me on this 19th day of November, 1998, by TOYA C. ROFF, President of CRP CORPORATION, and said individual is personally known to me (yes) (no) or has produced _____ as identification to me, and who acknowledged execution of the foregoing instrument.

Cheryl Anne Meeker
Notary Public, State of Florida

Name: CHERYL ANNE MEEKER
(Print Name)

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent for the above-referenced Florida Limited Partnership at the above-designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Chapter 620 *et seq.*, as amended from time to time, relative to the obligations of the undersigned.

Executed this 11 day of November, 1998.

FIRST NATIONAL BANK OF SOUTH
MIAMI, *Registered Agent*

By: _____


DAVID M. GRAUL
Vice-President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC - 1 PM 1:04