

A98000002691



ACCOUNT NO. : 072100000032

REFERENCE : 044663 7135588

AUTHORIZATION : *Patricia Pignatelli*
COST LIMIT : \$ 140.00

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98DEC-8 AM 11:36

ORDER DATE : November 25, 1998

ORDER TIME : 12:33 PM

ORDER NO. : 044663-010

CUSTOMER NO: 7135588

CUSTOMER: Nicholas M. Daniels, Esq
THERREL BAISDEN, P.A.
THERREL BAISDEN, P.A.
Suntrust International Center
One S.e. 3rd Ave. Suite 2400
Miami, FL 33131

File 2/29

DOMESTIC FILING

NAME: EDGEWATER, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

(6)

RECEIVED
98 NOV 25 PM 1:09
DIVISION OF CORPORATIONS

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

100002696631--6

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS: _____

BK 12/8/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 30, 1998

ROBERT MAXWELL
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: EDGEWATER, LTD.
Ref. Number: W98000026673

RESUBMIT
Please give original
submission date as file date.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -8 AM 11:39

We have received your document for EDGEWATER, LTD. and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

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

Letter Number: 398A00056651

RECEIVED
90 DEC -8 AM 10:39
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP
OF
SORKIN EDGEWATER, LTD.

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DIVISION OF CORPORATIONS
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The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is SORKIN EDGEWATER, LTD.
2. The address of the office of the Partnership is c/o Reuben Sorkin, 4721 University Drive, Coral Gables, Florida 33146.
3. The name and address of the agent for service of process on the Partnership is NICHOLAS M. DANIELS, ESQ., Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131.

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

E.W. GROUP, INC.,
a Florida corporation
4721 University Drive
Coral Gables, Florida 33146

PAKOWU 980

5. The mailing address of the Partnership is: 4721 University Drive, Coral Gables, Florida 33146.

6. The latest date upon which the Partnership shall dissolve is December 31, 2035.

7. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department 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 (a) REUBEN SORKIN, as President of E.W. GROUP, INC., a Florida corporation, as the General Partner of SORKIN EDGEWATER, LTD. or (b) an authorized corporate officer, of E.W. GROUP, INC., a Florida corporation, as General Partner of SORKIN EDGEWATER, LTD.

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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.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of SORKIN EDGEWATER, LTD. this 7th day of December, 1998.

GENERAL PARTNER

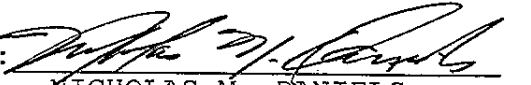
E.W. GROUP, INC., a Florida corporation

By: 
NICHOLAS M. DANIELS, Vice President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for SORKIN EDGEWATER, LTD., 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: 
NICHOLAS M. DANIELS

W:\SORKIN\EDGE\CERTIFIC.WPD

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STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared NICHOLAS M. DANIELS, as Vice President of E.W. GROUP, INC., a Florida corporation, which is the General Partner of SORKIN EDGEWATER, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", 4721 University Drive, Coral Gables, Florida 33146, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

Selma Sorkin	\$ 990.00
4721 University Drive	
Coral Gables, Florida 33146	_____
Total	\$ 990.00

2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

Selma Sorkin	\$ -0-
4721 University Drive	
Coral Gables, Florida 33146	_____
Total	\$ -0-

FURTHER AFFIANT SAITH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

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GENERAL PARTNER:

E.W. GROUP, INC., a Florida corporation

By: *Nicholas M. Daniels*
NICHOLAS M. DANIELS, Vice President

Dated: DECEMBER 7, 1998

The foregoing instrument was acknowledged before me this 7th day of December, 1998, by NICHOLAS M. DANIELS, as Vice President of E.W. GROUP, INC., a Florida corporation, the General Partner of the Partnership, who is personally known to me ~~or has produced~~ as identification.

Christina Grabowski
Notary Public, State of Florida
at Large

Christina Grabowski
Print/Type or Stamp Notary Name
Commission No. (if any) _____

My Commission Expires:

