



THE UNITED STATES  
CORPORATION  
COMPANY

A98000002703

ACCOUNT NO. : 072100000032

REFERENCE : 057946 4332380

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 9, 1998

ORDER TIME : 10:11 AM

ORDER NO. : 057946-005

CUSTOMER NO: 4332380

CUSTOMER: Mr. Michael R. Storace  
MICHAEL R. STORACE, P.A.  
MICHAEL R. STORACE, P.A.  
Suite 504  
5975 Sunset Drive  
Miami, FL 33143

900002707179--5  
-12/09/98-01055-003  
\*\*\*1837.50 \*\*\*1837.50

DOMESTIC FILING

NAME: T.S.W. ASSOCIATES, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC -9 PM 1:00

12/9/98

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
T. S. W. ASSOCIATES, LTD.**

**A Florida Limited Partnership**

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 the Limited Partnership is T. S. W. ASSOCIATES, LTD.
2. Registered Agent. The name and address of the registered agent for service for this Limited Partnership is THEODORE SPECHT WILLIAMS, JR., 5101 Collins Avenue, Apartment 15-M, Miami Beach, Florida, who acknowledge by his, her or its signature hereunder, that he, she or it accepts same.
3. The General Partner. The name and business of the General Partner is as follows:  
**GENERAL PARTNER:**  
RISING TIDE INVESTMENTS, L. L. C.  
5101 Collins Avenue  
Apartment 15-M  
Miami Beach, Florida 33140-2727 *L980000012554*
4. Mailing Address. The mailing address of the Limited Partnership is 5101 Collins Avenue, Apartment 15-M, Miami Beach, Florida 33140-2727.
5. 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, 2095 unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 8<sup>th</sup> day of December, 1998.

GENERAL PARTNER:

RISING TIDE INVESTMENTS, L. L. C.

By: 

As Manager

**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

Having been named as registered agent for T. S. W. ASSOCIATES, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of

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98 DEC -9 PM 1:00

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.

RECEIVED  
98 DEC -9 PM 1:00  
STATE  
DEPARTMENT OF CORPORATIONS

**REGISTERED AGENT**

**DATED:** December 8, 1998

  
THEODORE SPECHT WILLIAMS, JR.

8657GB

**T. S. W. ASSOCIATES, LTD.**  
**A Florida Limited Partnership**

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

**BEFORE ME** the undersigned, personally appeared, **THEODORE SPECHT WILLIAMS, JR.**, the Manager of **RISING TIDE INVESTMENTS, L.L.C.**, a Florida limited liability company, as the General Partner of **T. S. W. ASSOCIATES, LTD.**, a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, did certify as follows:

1. The amount of the capital contributions as of this 8<sup>th</sup> day of December, 1998 of the Limited Partnership of T. S. W. ASSOCIATES, LTD., is \$1,260,000.00.
2. The amount of additional capital contributions anticipated to be contributed as of this 8<sup>th</sup> day of December, 1998 by the Limited Partners of T. S. W. ASSOCIATES, LTD., is \$300,000.00.

**FURTHER AFFIANT SAYETH NAUGHT.**

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

Dated this 8<sup>th</sup> day of December, 1998.

**RISING TIDE INVESTMENTS, L.L.C.**,  
a Florida Limited Liability Company  
as General Partner.

By: 

As Manager

STATE OF FLORIDA }  
COUNTY OF DADE }

The foregoing instrument was acknowledged before me this 8th day of December, 1998, by **THEODORE SPECHT WILLIAMS, JR.**, as Manger of **RISING TIDE INVESTMENTS, L. L. C.**, a Florida Limited Partnership, who is personally known to me, or, if not, produced the following form of identification

FLORIDA DRIVERS LICENSE #W452817620500

Notary: 

Print Name: \_\_\_\_\_

Commission Expires: \_\_\_\_\_

Glenda M. Bulnes

My Commission CC736694

Expires April 26, 2002

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CLERK OF DISTRICT COURT  
98 DEC -9 PM 1:00