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| () NonProfit | () Amendment | () Merger |
| () Foreign | () Dissolution | () Mark |
| Limited Partnership () Reinstatement | () Annual Report () Reservation | () Other O |
| () Certified Copy | () Photo Copies | () Certificate Under Seal |
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CR2E031 (R8-85)

CERTIFICATE OF LIMITED PARTNERSHIP OF JADE GARDENS APARTMENTS, LTD.

ON THE STATE OF TH

The undersigned, PROFESSIONAL MANAGEMENT GENERAL PARTNERSHIPS, INC., a Florida corporation, having an address at 9095 S.W. 87 Avenue # 777, Miami, Florida 33176 desiring to form a limited partnership pursuant to the laws of the State of Florida, certifies as follows:

- 1. **Name of Limited Partnership.** The name of the Limited Partnership is **JADE GARDENS APARTMENTS, LTD.**
- 2. **Office for Maintenance of Business Records.** The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes, is 9095 S.W. 87 Avenue, Suite 777, Miami, Florida 33176.
- 3. **Agent for Service of Process.** The name and address of the Partnership's agent for service of process in Florida is Professional Management General Partnerships, Inc., a Florida corporation, having an address at 9095 S.W. 87 Avenue Suite 777, Miami, Florida 33176.
- 4. **General Partners.** The name and business address of the General Partner in the Limited Partnership is Professional Management General Partnerships, Inc., a Florida corporation, with a business address at 9095 S.W. 87 Avenue, Suite 777, Miami, Florida 33176.
- 5. **Address of Partnership.** The mailing address of the Limited Partnership is 9095 S.W. 87 Avenue, Suite 777, Miami, Florida 33176.
- 6. **Date of Dissolution.** The latest date on which the Limited Partnership is to dissolve is December 31, 2049.
- 7. **Effective Date.** This certificate will become effective, and the Limited Partnership will be formed, on February 15, 1999.

Executed in Miami-Dade County, Florida, this 11th day of February, 1999.

Professional Management General Partnerships, Inc., a Florida corporation as General Partner and as Registered Agent 9095 S.W. 87 Avenue Suite 777 Miami, Florida 33176

JAMES R. MITCHELL as its Presiden

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, JAMES R. MITCHELL, as President of PROFESSIONAL MANAGEMENT GENERAL PARTNERSHIP, INC., a Florida corporation, as the General Partner of JADE GARDENS APARTMENTS, LTD., declares that the capital contributions of all the Limited Partners in the Partnership are as follows:

- 1. The Limited Partners have made capital contributions in the sum of \$319,500.00 to date.
- 2. The Limited Partners shall make additional contributions of \$760,500.00.
- 3. The total contributions made and/or to be made by the Limited Partners will be One Million Eighty Thousand and 00/100 Dollars (\$1,080,000.00).
- 4. Other than as stated above, no additional contributions will be made.

Sworn to and subscribed at Miami, Miami-Dade County, Florida, this 11th day of February, 1999.

JAMES R. MITCHELL

| The foregoing instrument was acknowledged bef | ore me this <u>//</u> day |
|---|---------------------------|
| of February, 1999, by JAMES R. MITCHELL, as President of F | PROFESSIONAL |
| MANAGEMENT GENERAL PARTNERSHIPS, INC., a corpora | ition organized and |
| existing under the laws of the State of Florida, who [] is p | |
| [] has produced | as |
| identification and who took oath. | |
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| PRINT NAME: | · |
| NOTARY PUBLIC, STATE OF FLO | PRIDA |
| My commission expires: | |

Commission No:

OFFICIAL NOTARY SEAL
CARMEN RIVAS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC573108
MY COMMISSION EXP. JULY 29,2000