

A99000000384



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 163205 4303929

AUTHORIZATION :

COST LIMIT : \$ 1837.50

Patricia Pappas

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 10 AM 11:16

ORDER DATE : March 10, 1999

ORDER TIME : 10:11 AM

ORDER NO. : 163205-005

CUSTOMER NO: 4303929

500002800665--3

CUSTOMER: Ms. Jazmine Roman
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: KANTER INVESTMENTS NO. 5, 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:

mk
3/11/99

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
KANTER INVESTMENTS NO. 5, LTD.**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and §620.108 of the Florida Statutes, the undersigned, being the sole General Partner of KANTER INVESTMENTS NO. 5, LTD., hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is KANTER INVESTMENTS NO. 5, LTD.
2. The business address and the mailing address of the limited partnership is 9792 Windisch Road, Westchester, Ohio 45069.
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is:

Joseph H. Kanter

4. The Florida street address for the registered agent is:

**4770 Biscayne Boulevard, Suite 1150
Miami, FL 33137**

5. **Acceptance of Appointment of Registered Agent:**

Having been named the statutory registered agent of KANTER INVESTMENTS NO. 5, LTD, at the place designated in this Certificate of Limited Partnership of KANTER INVESTMENTS NO. 5, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida law relative to keeping the registered office open.


Joseph H. Kanter, Registered Agent

Dated: March 8, 1999.

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6. The name and business address of the general partner is as follows:

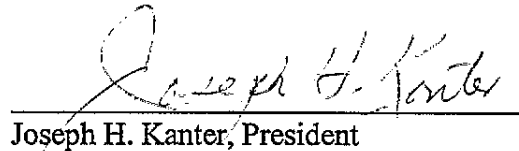
Kanter Investments, Inc.
9792 Windisch Road
Westchester, Ohio 45069

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7. The latest date upon which the limited partnership is to dissolve is December, 2049.

IN WITNESS WHEREOF, the Sole General Partner has executed the foregoing Certificate of Limited Partnership on the 8th day of March, 1999 in accordance with §620.114 of the Florida Statutes.

KANTER INVESTMENTS, INC., a
Florida corporation, General Partner



Joseph H. Kanter, President

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AFFIDAVIT

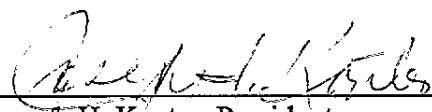
THE UNDERSIGNED, constituting the sole general partner of **KANTER INVESTMENTS NO. 5, LTD.**, a Florida Limited Partnership, hereby certifies as follows:

1. The initial Limited Partner of KANTER INVESTMENTS NO. 5, LTD. has contributed property valued at \$ 3,000,000 to the Partnership as his initial capital contribution.
2. The initial Limited Partner anticipates making no additional capital contributions other than the contributions stated above.

FURTHER AFFIANT SAYETH NOT.

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.

KANTER INVESTMENTS, INC., a
Florida corporation, General Partner



Joseph H. Kanter, President