



THE UNITED STATES
CORPORATION
COMPANY

A99000000504

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 29 PM 3:19

ACCOUNT NO. : 072100000032

REFERENCE : 185950 7103152

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 560.00

ORDER DATE : March 29, 1999

ORDER TIME : 10:53 AM

500002822075--9

ORDER NO. : 185950-005

CUSTOMER NO: 7103152

CUSTOMER: Harold J. Webre, Esq
GOODLETTE COLEMAN & JOHNSON,
GOODLETTE COLEMAN & JOHNSON,
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

DOMESTIC FILING

NAME: 602 FIFTH AVENUE SOUTH, LTD.



EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

B/K 3/29/99

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING


CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

FILED
99 MAR 29 PM 1:00
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP

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1. 602 Fifth Avenue South, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
 2. 4001 Tamiami Trail N., Suite 265, Naples, FL 34103
(Business address of Limited Partnership)
 3. Euro-American Consulting, Inc., a Florida corporation
(Name of Registered Agent for Service of Process)
 4. 4001 Tamiami Trail N., Suite 265, Naples, FL 34103
(Florida street address for Registered Agent)
 5.  -Rainer N. Filthaut, as President
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
 6. 4001 Tamiami Trail N., Suite 265, Naples, FL 34103
(Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2026
8. Name(s) of general partner(s): _____ Street address: _____

602 Management, L.L.C., a Florida
Limited Liability Company
L99-1771

4001 Tamiami Trail N., Suite 265, Naples,
Florida 34103

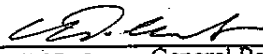
Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 25th day of March, 19 99.

Signature of all general partners:

602 Management, L.L.C.,
By: Gulf Shore Investments, Inc.,

General Partner

By: 
Rainer Filthaut General Partner
Its: President

General Partner

General Partner

General Partner

General Partner

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

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The undersigned constituting all of the general partners of _____

602 Fifth Avenue South, Ltd.

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 75,000.00

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 75,000.00

Signed this 25th day of March, 19 99

FURTHER AFFIANT SAYETH NOT.

*Under the 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.*

602 Management, L.L.C.,

By: Gulf Shore Investments, Inc.,

Its Managing Member,

By: Rainer Filthaut, its President

General Partner

General Partner

General Partner

General Partner

General Partner

General Partner