

March 26, 1999

Florida Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Re: Gateway Commons, Ltd.

000002822320---4 -03/29/99--01128--002 ****140.00 ****140.00

Ladies and Gentlemen:

With reference to the formation of the aforementioned entity as a Florida limited partnership, enclosed herewith are the following original document and instrument, to wit:

- 1. Certificate of limited partnership of Gateway Commons, Ltd., executed by its corporate general partner, Newcaster Devcorp, Inc., a Florida corporation, on March 26, 1999, and which has attached to it the limited partnership registered agent designation and the affidavit of capital contributions, both of which have also been executed by Newcaster Devcorp, Inc.; and
- 2. The undersigned's trust account check number 2224, made payable to the Florida Department of State, in the amount of \$140.00, which represents the filing fee for the formation of same based upon an initial contribution of \$1,000.00 by the partners (i.e., \$52.50), a certified copy of the certificate (i.e., \$52.50) and the resident agent designation (i.e., \$35.00).

Once the limited partnership has been formed, kindly return the certified copy of the certificate to the undersigned.

Sincerely yours.

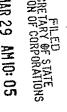
Victor L. Stosik General Counsel

VLS/cem Enclosures

701 Brickell Ave., Suite 1400 Miami, Florida 33131-2822 Telephone: (305) 379-8467 Facsimile: (305) 381-7875

| Name Availability | == | |
|----------------------|---------------------|------------|
| Document Examiner | <u>-</u> | |
| Updater | -1753 | |
| Updater Verifyer | - O | |
| Acknowledge | ement | |
| V. P. VEMY | LES LETTERS SECYOFS | T-LTD-NEW) |

CERTIFICATE OF LIMITED PARTNERSHIP OF <u>GATEWAY COMMONS, LTD.</u>



The undersigned General Partner, desiring to form a limited partnership pursuant to Section 620.108 of the Florida Statutes, does hereby certify and swear to the following:

- 1. The name of the limited partnership is GATEWAY COMMONS, LTD.
- 2. The location of the principal place of business of the limited partnership is 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822.
- 3. The name of the agent for service of process on the limited partnership required to be maintained pursuant to the provisions of Section 620.105 of the Florida Statutes is W. Douglas Pitts, whose address is 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822.
- 4. The name and business address of the general partner is NEWCASTER DEVCORP, INC., a Florida corporation, 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822.
- 5. The mailing address for GATEWAY COMMONS, LTD., is 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822.
- 6. The latest date upon which the limited partnership is to dissolve is December 31, 2050, unless otherwise agreed in writing by the partners.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the General Partner of GATEWAY COMMONS, LTD., this ________ day of MARCH _______, 1999.

GENERAL PARTNER:

NEWCASTER DEVCORP, INC., a Florida

corporation

By:

W. Douglas Pitts, President

STATE OF FLORIDA) SS COUNTY OF MIAMI-DADE)

BEFORE ME, personally appeared W. Douglas Pitts, known to me to be President of NEWCASTER DEVCORP, INC., a Florida corporation, the General Partner of GATEWAY COMMONS, LTD., in the foregoing instrument, and known to me to be the person who executed the same, and he acknowledged before me that said instrument is his act and deed and that he executed the same for the purposes therein expressed in the capacities stated herein. He is personally known to me and did/did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 244 day of MARCH, 1999.

Name:

Notary Public, State of Florida

My Commission Expires:



LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 620.105(2), FLORIDA STATUTES, THÉ FOLLOWING IS SUBMITTED:

GATEWAY COMMONS, LTD., with its principal place of business at 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822, has named W. Douglas Pitts, located at 701 Brickell Avenue, Suite 1400, Miami, State of Florida, as its Agent to accept service of process within Florida.

GENERAL PARTNER:

NEWCASTER DEVCORP, INC., a Florida corporation

By: W. Douglas Pltts, President

Date: MARCH / 26, 1999

Having been named to accept service of process as statutory registered agent for the above stated limited partnership, at the place designated in this certificate, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192 Florida Statutes.

W. Douglas Pitts

Date: MARCH 26, 1999

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|---------------------------------------------|--------------------------|--|
| STATE OF FLORIDA |) | | | |
| COUNTY OF MIAMI-DADE |) SS:) | | - | |
| ı | | | | |
| BEFORE ME, the undersig of Newcaster Devcorp, Inc., a Flo Ltd., a Florida limited partnership sworn, certified as follows: | orida corporation, and | d the general partner of | Gateway Commons | |
| 1. The amount of the Partnership is, in the aggregate, \$ | | butions made by the lin | nited partners to the | |
| 2. At this time, the a limited partners to the Partnership | | f the capital contribution, \$1,000.00. | s to be made by the | |
| Under penalties of perjury are true, to the best of my knowle | | e read the foregoing and | that the facts alleged | |
| | C | GENERAL PARTNER | : | |
| | | NEWCASTER DEVCOI | RP, INC., a Florida | |
| | E | By: <u>I theigh</u> W. Douglas Pitts, | President | |
| | Ι | Date: March 26 Miami, Florida | , <u>19</u> 99 | |
| BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared W. Douglas Pitts, as President of Newcaster Devcorp, Inc., a Florida corporation and the general partner of Gateway Commons, Ltd., known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as the President of the General Partner of said Partnership. He is personally known to me and did take an oath. | | | | |
| IN WITNESS WHERE State and County aforesaid, this | OF, I have hereunto s | et my hand and affixed n | ny official seal, in the | |
| | | Vita J. S. Name: Notary Public, State of F. | Torida | |
| My Commission Expires: | NOV D | | | |

