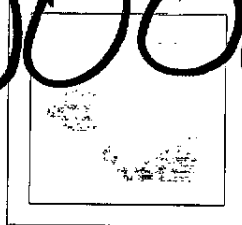


AA90000000532



Courtellis  
Company

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 29 AM 10:04

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*

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	_____
Updater	_____
Updater Verifier	_____
Acknowledgement	_____
V. P. Verifier	_____

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DIVISION OF CORPORATIONS  
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(LGL\MYFILES\GATEWAY\GC-CLP - 3/23/99)

**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.

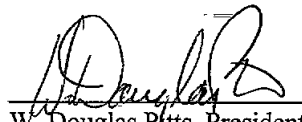
IN COMPLIANCE WITH SECTION 620.105(2), FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

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:**

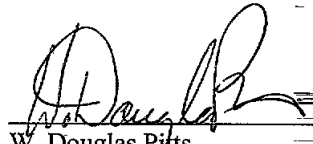
NEWCASTER DEVCORP, INC., a Florida corporation

By:

  
W. Douglas Pitts, 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**

STATE OF FLORIDA            )  
  ) SS:  
COUNTY OF MIAMI-DADE    )

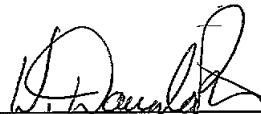
BEFORE ME, the undersigned authority, personally appeared W. Douglas Pitts, the President of Newcaster Devcorp, Inc., a Florida corporation, and the general partner of Gateway Commons Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, certified as follows:

1. The amount of the initial capital contributions made by the limited partners to the Partnership is, in the aggregate, \$1,000.00.
2. At this time, the anticipated amount of the capital contributions to be made by the limited partners to the Partnership is, in the aggregate, \$1,000.00.

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.

**GENERAL PARTNER:**

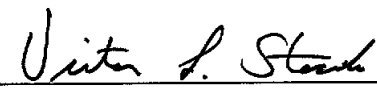
NEWCASTER DEVCORP, INC., a Florida corporation

By:   
W. Douglas Pitts, President

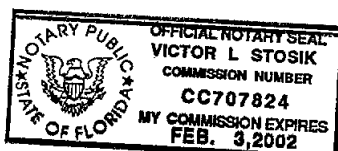
Date: MARCH 26, 1999  
Miami, Florida

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 WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 26<sup>th</sup> day of March, 1999.

  
Name: \_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:



(LGL\MOFILES\GATEWAY\GC-ACC - 3/23/99)