



THE UNITED STATES  
CORPORATION  
COMPANY

# A99000000703

ACCOUNT NO. : 072100000032

REFERENCE : 222574 4336650

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 29, 1999

ORDER TIME : 12:35 PM

ORDER NO. : 222574-005

CUSTOMER NO: 4336650

400002857104--6

-04/29/99--01100--024

\*\*\*1837.50 \*\*\*1837.50

CUSTOMER: Robert Hudson, Jr., Esq  
BAKER & MCKENZIE  
BAKER & MCKENZIE  
1200 Brickwell Avenue  
19th Floor  
Miami, FL 33131

DOMESTIC FILING

NAME: NORTHLAND INVESTMENTS, 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: Christine Lillich

EXAMINER'S INITIALS:

99 APR 29 PM 3:17

FILING  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

(4)

3K  
4/29/99

99 APR 29 PM 3:50  
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**NORTHLAND INVESTMENTS, LTD.**

**a Florida limited partnership**

RECORDED  
INDEXED  
99 APR 29 PM 3:17  
CLERK OF THE COURT  
DADE COUNTY, FLORIDA

1. The name of this limited partnership is **NORTHLAND INVESTMENTS, LTD.**  
(the "Partnership").

2. The principal place of business and the mailing address of the Partnership is:

220 Alhambra Circle  
Suite 910  
Coral Gables, Florida 33134

3. The name and address of the registered agent of the Partnership is:

Andrew Hulsh  
Baker & McKenzie  
1200 Brickell Avenue  
19<sup>th</sup> Floor  
Miami, Florida 33131

4. The name and address of the General Partner of the Partnership is:

Northland Investments, Inc.  
220 Alhambra Circle  
Suite 910  
Coral Gables, Florida 33134

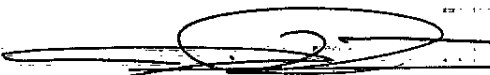
899000037403

5. The latest date upon which the Partnership is to dissolve is December 31, 2059.

IN WITNESS WHEREOF, the undersigned general partner of **NORTHLAND INVESTMENTS, LTD.**, has executed this Certificate of Limited Partnership this 27<sup>th</sup> day of April, 1999.

**GENERAL PARTNER:**

Northland Investments, Inc.

  
Andrew Hulsh, Attorney-in-Fact

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

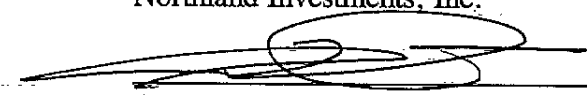
1. The name of the partnership is **NORTHLAND INVESTMENTS, LTD.**, a Florida limited partnership (the "Partnership").

2. The amount of the capital contribution of the Limited Partners and the amount anticipated to be contributed by the Limited Partners of the Partnership is approximately \$11,600,000.00.

FURTHER AFFLANT SAYETH NOT.

**GENERAL PARTNER:**

Northland Investments, Inc.


  
\_\_\_\_\_  
Andrew Hulsh, Attorney-in-Fact

Dated: 4/27/99

FILED  
99 APR 29 PM 3:17  
CLERK OF DISTRICT COURT  
JANUARY 1999

**ACKNOWLEDGMENT OF REGISTERED AGENT**

The undersigned, having been named as Registered Agent for **NORTHLAND INVESTMENTS, LTD.**, at the place designated in this Certificate of Limited Partnership, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.



Andrew Hulsh, Esq.

99 APR 29 11 17  
DIVISION OF CORPORATIONS