



THE UNITED STATES CORPORATION COMPANY

A99000000785

ACCOUNT NO. : 072100000032

REFERENCE : 240620 7135588

AUTHORIZATION :

Patricia Pizets

COST LIMIT : \$ 140.00

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 99 MAY 14 PM 11:46

ORDER DATE : May 14, 1999

ORDER TIME : 11:33 AM

ORDER NO. : 240620-010

CUSTOMER NO: 7135588

400002875844-5

CUSTOMER: Nicholas M. Daniels, Esq  
THERREL BAISDEN, P.A.  
THERREL BAISDEN, P.A.  
Suntrust International Center  
One S.e. 3rd Ave. Suite 2400  
Miami, FL 33131

DOMESTIC FILING

NAME: SORKIN GROUP, LTD.

(S)

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

FILE SECOND

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

JK 5/11/99

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 99 MAY 14 PM 11:42

**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**SORKIN GROUP, LTD.**

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is SORKIN GROUP, LTD.
2. The address of the office of the Partnership is 4721 University Drive, Coral Gables, Florida 33146.
3. The name and address of the agent for service of process on the Partnership is LAWRENCE SORKIN, c/o R&S Management, 7460 S.W. 48<sup>th</sup> Street, Miami, Florida 33155.
4. The name and business address of the corporate General Partner is as follows:

NIKROS, INC.,  
a Florida corporation  
4721 University Drive  
Coral Gables, Florida 33146

*999000044263*

5. The mailing address of the Partnership is: 4721 University Drive, Coral Gables, Florida 33146.
6. The latest date upon which the Partnership shall dissolve is May 31, 2050.
7. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.
8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by (a) REUBEN SORKIN, as President of NIKROS, INC., a Florida corporation, as the General Partner of SORKIN GROUP, LTD. or (b) an authorized corporate officer, of NIKROS, INC., a Florida corporation, as General Partner of SORKIN GROUP, LTD.

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
99 MAY 14 PM 4:46

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
99 MAY 14 PM 4:46

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

FILED STATE SECRETARY OF CORPORATIONS  
99 MAY 14 PM 4:46

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of SORKIN GROUP, LTD. this 15 day of May, 1999.

FILED STATE SECRETARY OF CORPORATIONS  
99 MAY 14 PM 4:46

GENERAL PARTNER

NIKROS, INC., a Florida corporation

By: Reuben Sorkin

REUBEN SORKIN, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for SORKIN GROUP, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.

REGISTERED AGENT

By: Lawrence Sorkin  
LAWRENCE SORKIN

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

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
99 MAY 14 PM 4:46

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared REUBEN SORKIN, as President of NIKROS, INC., a Florida corporation, which is the General Partner of SORKIN GROUP, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", 4721 University Drive, Coral Gables, Florida 33146, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

REUBEN SORKIN	\$ 495.00
4721 University Drive	
Coral Gables, Florida 33146	
SELMA SORKIN	495.00
4721 University Drive	
Coral Gables, Florida 33146	-----
Total	\$ 990.00

2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

REUBEN SORKIN	\$ -0-
4721 University Drive	
Coral Gables, Florida 33146	
SELMA SORKIN	-0-
4721 University Drive	
Coral Gables, Florida 33146	-----
Total	\$ -0-

FURTHER AFFIANT SAITH NAUGHT.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY 14 PM 4:46

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:**

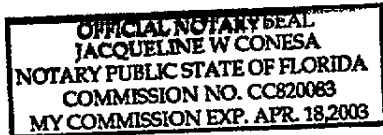
NIKROS, INC.,  
a Florida corporation

By: Reuben Sorkin  
REUBEN SORKIN, President

Dated: 5/12, 1999

The foregoing instrument was acknowledged before me this 12<sup>TH</sup> day of MAY, 1999, by REUBEN SORKIN, as President of NIKROS, INC., a Florida corporation, the General Partner of the Partnership, who is personally known to me or has produced PERSONALLY KNOWN TO ME as identification.

Florida



Notary Public, State of \_\_\_\_\_  
at Large

Jacqueline W. Conesa  
Name JACQUELINE W. CONESA  
My Commission Expires: APRIL 18, 2003  
any) \_\_\_\_\_

Print/Type or Stamp Notary  
Commission No. (if