



THE UNITED STATES  
CORPORATION  
COMPANY

# A9900000089Z

ACCOUNT NO. : 072100000032

REFERENCE : 261600 81522A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 3, 1999

ORDER TIME : 9:33 AM

500002893785-7

-06/03/99-01035-009

ORDER NO. : 261600-005

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

CUSTOMER NO: 81522A

CUSTOMER: Gerald J. Biondo, Esq  
MURAI WALD BIONDO & MORENO  
MURAI WALD BIONDO & MORENO  
900 Ingraham Building  
25 Southeast 2nd Avenue  
Miami, FL 33131

DOMESTIC FILING

NAME: ALLISON HOLDINGS, LTD.

EFFECTIVE DATE: 6

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: Angie Glisar

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUN -3 PM 1:05

RECEIVED  
99 JUN -3 AM 10:42  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

BR 6/3/99

**MURAI WALD BIONDO & MORENO**

PROFESSIONAL ASSOCIATION  
ATTORNEYS

900 INGRAHAM BUILDING  
25 SOUTHEAST 2ND AVENUE  
MIAMI, FLORIDA 33131

TEL: (305) 358-5900  
FAX: (305) 358-9490  
SENDER'S E-MAIL:

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUN 2 PM 1:05

June 2, 1999

VIA FEDERAL EXPRESS

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

Re: Allison Holdings, Ltd.

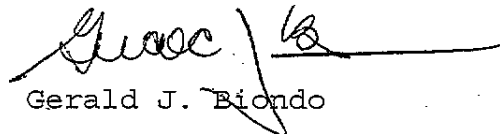
Dear Sir/Madam:

Attached for filing with the Secretary of State is Certificate of Limited Partnership for Allison Holdings, Ltd. (the "Partnership").

The purpose of this letter is to advise that Allison Holdings, Inc. is the General Partner of the Partnership, which Articles of Incorporation were filed on June 1<sup>st</sup>, 1999 and assigned article number P99000049232. Therefore, there should not be a conflict as to the name of the Partnership not being available for creation of the Partnership as Allison Holdings, Inc. and the Partnership are related entities.

Should you have any questions, please do not hesitate to call.

Sincerely,

  
Gerald J. Biondo

Enclosure

GJB:afd

G:\DATA\Bermont\Chateau\secfst.explanation

THIS INSTRUMENT PREPARED BY:  
Gerald J. Biondo, Esq.  
FL Bar #: 154713  
Murai Wald Biondo & Moreno P.A.  
25 Southeast Second Avenue, Suite 900  
Miami, Florida 33131  
(305) 358-5900

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUN -3 PM 1:05

CERTIFICATE OF LIMITED PARTNERSHIP  
ALLISON HOLDINGS, LTD.

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. The name of the Partnership is ALLISON HOLDINGS, LTD.
2. The purpose of the Partnership is to acquire and manage real and personal property.
3. The principal place of business and mailing address of the Partnership is 1 SE 3rd Avenue, Suite 2950, Miami, FL 33131.
4. The name and principal place of business of the General Partner is as follows:

General Partner: ALLISON HOLDINGS, INC.  
1 SE 3rd Avenue  
Suite 2950  
Miami, FL 33131

899000049232

5. The term for which the Partnership is to exist is from the date the Certificate of Limited Partnership is issued from the Secretary of State, through December 31, 2050, unless sooner terminated.

6. The amount of property initially contributed by the Limited Partnership is \$2,000,000.00.

7. The Limited Partners are not required to contribute any additional capital to the Partnership.

8. The name and address of the Registered Agent for service of process is:

Peter L. Bermont  
1 SE 3rd Avenue  
Suite 2950  
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned, being duly sworn, has certified, sworn to and agreed to the foregoing this 28 day of May, 1999.

GENERAL PARTNER  
ALLISON HOLDINGS, INC.

By: Peter L. Bermont  
Peter L. Bermont, President

STATE OF FLORIDA )  
 ) : ss.  
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 28 day of May, 1999 by PETER L. BERMONT, as President of ALLISON HOLDINGS, INC., the general partner of ALLISON HOLDINGS, LTD., on behalf of the corporation. He is personally known to me ~~or has produced~~ as identification.



GENA S. HIGHFILL  
My Comm Exp. 1/23/00  
Bonded By Service Ins  
No. CC526768  
☒ Personally Known ☐ Identified

Gena S. Highfill  
NOTARY PUBLIC, STATE OF FLORIDA  
Print name: Gena S. Highfill  
Commission No.: CC526768

My Commission expires:

CERTIFICATE OF REGISTERED AGENT  
OF  
ALLISON HOLDINGS, LTD.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUN -3 PM 1:05

In pursuance of Chapter 620.105, Florida Statutes, the following is submitted, in compliance with said Act:

That ALLISON HOLDINGS, LTD., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Limited Partnership, at the City of Miami, County of Miami-Dade, State of Florida, has named Peter L. Bermont, located at 1 SE 3rd Avenue, Suite 2950, Miami, FL 33131 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated limited partnership, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 28<sup>th</sup> day of May, 1999.

  
Peter L. Bermont

AFFIDAVIT

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUN -3 PM 1:05

BEFORE ME, the undersigned authority, personally appeared  
PETER L. BERMONT, who being duly sworn deposes and states as  
follows:

1. That he is the President of ALLISON HOLDINGS, INC., the sole  
general partner in the partnership known as ALLISON HOLDINGS, LTD.
2. That the amount of capital contributions contributed by  
the limited partners is \$2,000,000.00, which amount is the total  
amount anticipated to be contributed by the limited partners.
3. Further Affiant sayeth naught.

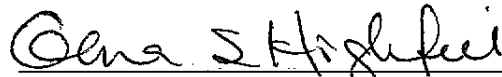
  
Peter L. Bermont

STATE OF FLORIDA       )  
                                  ): ss.  
COUNTY OF MIAMI-DADE)

28 The foregoing instrument was acknowledged before me this  
day of May, 1999 by PETER L. BERMONT, who is  
personally known to me ~~or who has produced~~  
~~as identification.~~



GENA S. HIGHFILL  
My Comm Exp. 1/23/00  
Bonded By Service Ins  
No. CC526768  
☒ Personally Known    ☐ Other

  
NOTARY PUBLIC, STATE OF FLORIDA  
Print name: Gena S. Highfill  
Commission No.: CC 526768

My Commission expires: