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AKERMAN, SENTERFITT & EDSON, P.A.  
ATTORNEYS AT LAW

PHILLIPS POINT EAST TOWER  
SUITE 900  
777 SOUTH FLAGLER DRIVE  
WEST PALM BEACH, FLORIDA 33401  
(561) 659-5990  
FACSIMILE (561) 659-6313

June 2, 1999

Sent Via Federal Express

Florida Department of State  
Division of Corporations  
New Filing Section  
409 East Gaines Street  
Tallahassee, Florida 32304

200002894012--8  
-06/03/99--01060--002  
\*\*\*1785.00 \*\*\*1785.00

Re: CD 36 FL, Limited Partnership

Dear Sir or Madam:

Attached please find the Certificate of Limited Partnership of CD 36 FL, Limited Partnership ("Certificate"), along with the Certificate is a check made payable to the Department of State in the amount of \$1,785.00. The \$1,785.00 covers the filing fee of \$1,750.00 and the registered agent designation fee of \$35.00.

Please file this document today, June 3, 1999. I appreciate your prompt attention to this matter. Should you have any questions, please call me at (561) 659-5990.

Sincerely,

*Sherry Wertz*  
Sherry Wertz  
Legal Assistant

attachments

99 JUN 15 PM 1:11  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

WPA99-959

|                |              |
|----------------|--------------|
| Name           | Sherry Wertz |
| Availability   | 6-8          |
| D. [initials]  |              |
| E. [initials]  |              |
| Updated        | [initials]   |
| Unchanged      | [initials]   |
| Verified       | [initials]   |
| Acknowledgment | [initials]   |
| W. [initials]  |              |



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 8, 1999

SHERRY WERTZ  
AKERMAN, SENTERFITT & EIDSON, P.A.  
777 SOUTH FLAGLER, SUITE 900  
WEST PALM BEACH, FL 33401

SUBJECT: CD 36 FL, LIMITED PARTNERSHIP  
Ref. Number: W99000013268

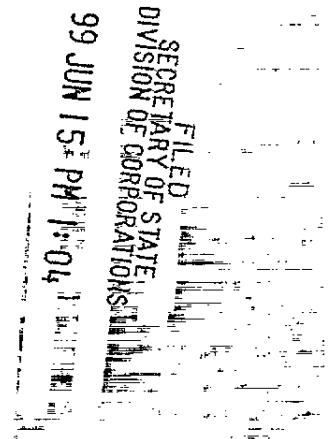
We have received your document for CD 36 FL, LIMITED PARTNERSHIP and your check(s) totaling \$1785.00. However, the document has not been filed and is being retained in this office for the following:

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 099A00030882



**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
CD 36 FL, LIMITED PARTNERSHIP**

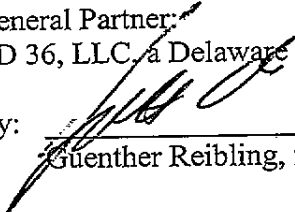
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This Certificate of Limited Partnership is prepared and filed in accordance with the provisions of the uniform Limited Partnership Act as contained in Chapter 620 of the Florida Statutes.

1. The name of this Partnership is CD 36 FL, Limited Partnership
2. The location of the principal place of business of the Partnership shall be: 1400 East Newport Center Drive, Suite 209, Deerfield Beach, Florida 33442, and the name and address of the agent for service of process is: James R. Kay, Esquire, Akerman, Senterfitt & Eidson, P.A., 777 South Flagler Drive, Suite 900 East Tower, West Palm Beach, Florida 33401.
3. The name and address of the General Partner is as follows: CD 36, LLC, a Delaware limited liability company, 1400 East Newport Center Drive, Suite 209, Deerfield Beach, Florida 33442. *1999-878*
4. The mailing address of the Partnership is: 1400 East Newport Center Drive, Suite 209, Deerfield Beach, Florida 33442.
5. The latest date upon which the Partnership is to dissolve is upon the occurrence of any of the following events: (a) The determination of all Partners in the Partnership; (b) the withdrawal or deemed withdrawal pursuant to the Partnership Agreement of the last remaining General Partner and failure by the Limited Partners to elect to continue the Partnership and select a successor General Partner as provided in the Partnership Agreement; (c) the occurrence of an event specified under the laws of the State of Florida as one effecting a dissolution (except as otherwise provided in the Partnership Agreement); or (d) midnight on December 31, 2049.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the 13th day of May, 1999, and hereby affirms under the penalties of perjury that the facts stated in this Certificate are true.

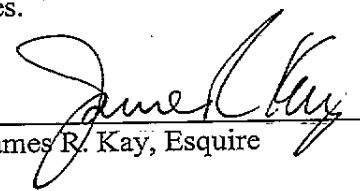
General Partner:  
CD 36, LLC, a Delaware limited liability company

By:   
Guenther Reibling, its Manager

**ACCEPTANCE OF REGISTERED AGENT**

I hereby accept the appointment as Registered Agent. I am familiar with, and accept the obligations of, Section 620.192, Florida Statutes.

Date: May 13, 1999

  
James R. Kay, Esquire

James R. Kay, Esquire  
Florida Bar No. 298166  
Akerman, Senterfitt & Eidson, P.A.  
777 South Flagler Drive, Suite 900 East Tower  
West Palm Beach, Florida 33401  
Telephone (561) 659-5990

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DIVISION OF CORPORATIONS  
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AFFIDAVIT

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STATE OF FLORIDA

COUNTY OF BROWARD

Before me, the undersigned authority duly authorized to acknowledge oaths, personally appeared Guenther Reibling, as Manager of CD 36, LLC, a Delaware limited liability company, who upon oath duly sworn deposed and stated as follows:

That he is the Manager of CD 36, LLC, a Delaware limited liability company, the General Partner of CD 36 FL., a Florida limited partnership (the "Partnership"), and has the authority to make this Affidavit on behalf of the Partnership.

That the amount of the capital contributions of the Limited Partners of the Partnership, and the total amount anticipated to be contributed by the Limited Partners of the Partnership is \$1,705,750.

Further, Affiant saith naught.

CD 36, LLC, a Delaware limited liability company  
as General Partner of CD 36 FL, Limited Partnership

By: [Signature]

Guenther Reibling, its Manager

Sworn to and subscribed before me this 26 day of May, 1999.

[Signature]  
Notary Public

Printed or typed name: LINDA KASSOF

Personally known        OR produced identification       

Type of identification:       

My Commission Expires:       

(SEAL)

NOTARY PUBLIC - STATE OF FLORIDA  
LINDA KASSOF  
COMMISSION # CC797499  
EXPIRES 3/25/2003  
BONDED THRU ASA 1-888-NOTARY1

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUN 15 PM 1:04

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