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June 22, 1999

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

900002915879--8  
-06/25/99-01074-005  
\*\*\*1837.50 \*\*\*1837.50

Re: Frاندor, Ltd.

Gentlemen:

Enclosed please find the Certificate of Limited Partnership of Frاندor, Ltd., together with Acceptance of Appointment as Registered Agent and Affidavit Declaring amount of Capital Contributions for Frاندor, Ltd. Further enclosed is a check in the amount of \$1,837.50 representing filing fees for the limited partnership together with the costs for issuing a certified copy of the Certificate.

After the Certificate of Limited Partnership of Frاندor, Ltd., has been filed, please provide us with a certified copy of same and forward it to the undersigned. For your convenience in returning the certified copy of the Certificate of Limited Partnership, and the acknowledgment of registration we have enclosed a self-addressed postage paid envelope.

If you have any questions, please feel free to contact the undersigned.

Very truly yours,

RUDEN, McCLOSKEY, SMITH,  
SCHUSTER & RUSSELL, P.A.

  
Dan P. Heller

DPH/md  
Enclosures

A99-1059

Name	TC
Availability	TC
Document	TC
Examiner	TC
Editor	TC
Reviewer	
Know's Payment	
W. P. Verifier	

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
FRANDOR, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is FRANDOR, LTD.
2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (the "Act") is 13662 Deering Bay Drive, Coral Gables, Florida 33158.
3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Frank Crippen, 13662 Deering Bay Drive, Coral Gables, Florida 33158.
4. The name and business address of each General Partner of the Partnership is as follows:

GENERAL PARTNER  
FRANDOR, INC.  
Frank Crippen, President

BUSINESS ADDRESS  
13662 Deering Bay Drive  
Coral Gables, Florida 33158

- 999-22851
5. A mailing address for the Partnership is as follows:

FRANDOR, LTD.  
13662 Deering Bay Drive.  
Coral Gables, Florida 33158

Prepared by: Dan P. Heller Esq., FL Bar #0472220  
Ruden McClosky, Et al.,  
701 Brickell Avenue, Suite 1900  
Miami, Florida 33131  
(305) 789-2735

FILED  
09 JUN 25 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6. The latest date upon which the Partnership is to dissolve is December 31, 2050, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

7. An affidavit as to capital contributions of the limited partners is submitted herewith and hereby incorporated herein by reference.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Certificate this 22 day of June, 1999.

GENERAL PARTNER:

FRANDOR, INC.

By:

  
FRANK CRIPPEN, President

Prepared by: Dan P. Heller Esq., FL Bar #0472220  
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701 Brickell Avenue, Suite 1900  
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TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of FRANDOR, LTD., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act.

DATED this 22 day of June, 1999.

  
FRANK CRIPPEN

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20 JUN 25 PM 5:00  
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TALLAHASSEE, FLORIDA

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**AFFIDAVIT DECLARING AMOUNT OF  
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF  
FRANDOR, LTD.**

The undersigned, constituting the sole General Partner of FRANDOR, LTD., (the "Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and property to the Partnership have a value of \$ 4,700,000.00. No additional capital contribution is anticipated to be made by the limited partners.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

Under the 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:

FRANDOR, INC.

By: Frank Crippen  
FRANK CRIPPEN, President

Prepared by: Dan P. Heller Esq., FL Bar #0472220  
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