



THE UNITED STATES
CORPORATION
COMPANY

A99000001159

ACCOUNT NO. : 072100000032

REFERENCE : -309557 4303929

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 1837.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 16 PM 1:10

ORDER DATE : July 16, 1999

ORDER TIME : 9:57 AM

ORDER NO. : 309557-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

500002933225--6

DOMESTIC FILING

NAME: KURLAND HOLDINGS LIMITED
PARTNERSHIP

EFFECTIVE DATE:

(4)

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

FILED
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DIVISION OF CORPORATIONS
99 JUL 16 PM 1:37

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

RECEIVED
99 JUL 16 AM 10:36
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA


3/K
7/16/99

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
KURLAND HOLDINGS LIMITED PARTNERSHIP**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986) and §620.108 of the Florida Statutes, the undersigned, being the General Partner of **KURLAND HOLDINGS LIMITED PARTNERSHIP**, hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is **KURLAND HOLDINGS LIMITED PARTNERSHIP**.
2. The business address and the mailing address of the limited partnership is Gary R. Gerson, 666 Seventy-First Street, Miami Beach, Florida 33141.
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is Gary R. Gerson.
4. The Florida street address for the registered agent is 666 Seventy-First Street, Miami Beach, Florida 33141.
5. **Acceptance of Appointment of Registered Agent:**

Having been named the statutory registered agent of **KURLAND HOLDINGS LIMITED PARTNERSHIP**, at the place designated in this Certificate of Limited Partnership of **KURLAND HOLDINGS LIMITED PARTNERSHIP**, I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida law relative to keeping the registered office open.


Gary R. Gerson
Registered Agent

Dated: July 15, 1999.

6. The name and business address of the general partner is as follows:

Kurland Holdings, Inc.
c/o Gary R. Gerson
666 Seventy-First Street
Miami Beach, Florida 33141

999000062573

7. The latest date upon which the limited partnership is to dissolve is December 31, 2049.

IN WITNESS WHEREOF, the General Partner has executed the foregoing Certificate of Limited Partnership on the 15th day of July, 1999 in accordance with §620.114 of the Florida Statutes.

GENERAL PARTNER:

KURLAND HOLDINGS, INC., a Florida corporation

By: Phyllis M. Kurland
Phyllis M. Kurland, President

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AFFIDAVIT

FILED STATE
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99 JUL 16 PM 1:37

THE UNDERSIGNED, constituting the general partner of **KURLAND HOLDINGS LIMITED PARTNERSHIP**, a Florida Limited Partnership, hereby certifies as follows:

1. The amount of capital contributions to date of the limited partners is: \$-0-.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals **\$5,000,000**.

FURTHER AFFIANTS SAYETH NOT.

Under penalties of perjury, the undersigned declares that it has read the foregoing and that the facts alleged are true, to the best of its knowledge and belief.

GENERAL PARTNER:

KURLAND HOLDINGS, INC., a Florida corporation

By: Phyllis M. Kurland
Phyllis M. Kurland, President