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LAW OFFICES  
RUSSO & BAKER, P. A.  
RIVIERA PROFESSIONAL BUILDING, SUITE 301  
4675 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33146-2101  
TELEPHONE (305) 665-0414  
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LAURA L. RUSSO  
EDMUND P. RUSSO  
RONALD G. BAKER

July 14, 1999

VIA FEDERAL EXPRESS

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

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-07/19/99--01108--001  
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Re: Name of Limited Partnership:  
Northbeach Limited Partners, LTD.  
Our File No: 99B-255

Dear Sir/Madame:

In connection with the above limited partnership, enclosed please find Certificate of Limited Partnership, attached to which is Affidavit of Limited Partners' Contributions, which we shall appreciate your filing.

We enclose a check payable to your order in the amount of \$1,846.25, representing filing fee of \$1,750, Registered Agent Designation Fee of \$35, certified copy of \$52.50 and Certificate of Good Standing Fee of \$8.75.

Please return the certified copy of the Certificate to this office to the attention of the undersigned, together with the Certificate of Good Standing.

Very truly yours,



Ronald G. Baker

RGB:gf  
Enclosures

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Certificate of Limited Partnership

OF

NORTHBEACH LIMITED PARTNERS, LTD

(1) The name of this Limited Partnership is NORTHBEACH LIMITED PARTNERS, LTD..

(2) The mailing address of the Limited Partnership is 725 78<sup>TH</sup> STREET, MIAMI BEACH, FL 33141.

(3) The name and address of the registered agent for the Limited Partnership is:

RONALD G. BAKER

4675 Ponce de Leon Blvd #301  
Coral Gables, FL 33146

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(4) The name and address of the General Partner is:

NORTHBEACH EQUITIES, INC.  
725 78<sup>TH</sup> STREET  
MIAMI BEACH, FL 33141

(5) The latest date upon which this Limited Partnership is to dissolve is 20 years after the date of the filing of this Certificate.

(6) An Affidavit of Contributions of Limited Partners is attached hereto.

Under penalties of perjury I declare that I have read the foregoing and the facts alleged herein are true and correct to the best of my knowledge.

NORTHBEACH EQUITIES, INC.

By: James S. Toth  
JAMES S. TOTH, PRESIDENT

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for NORTHBEACH LIMITED PARTNERS, LTD., at 4675 Ponce de Leon Boulevard, Suite 301, Coral Gables, FL 33146, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of all my duties.

Ronald G. Baker  
RONALD G. BAKER, Registered Agent

Affidavit of Limited Partners' Contributions

The undersigned, JAMES S. TOTH, the President of NORTHBEACH EQUITIES, INC., the General Partner of NORTHBEACH LIMITED PARTNERS, LTD.. files this Affidavit pursuant to Florida Statutes §620.108 and states:

(1) As of the date of this Affidavit, NORTHBEACH LIMITED PARTNERS, LTD has received \$ 100,000<sup>00</sup> in contributions from Limited Partners.

(2) NORTHBEACH LIMITED PARTNERS, LTD. anticipates it will receive an additional \$ 700,000<sup>00</sup> in contributions from Limited Partners.

Under penalties of perjury I declare that I have read the foregoing and the facts alleged herein are true and correct to the best of my knowledge.

NORTHBEACH EQUITIES, INC.

By: 

JAMES S. TOTH, President

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CLERK OF STATE  
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ION OF CORPORATIONS