

JUL. 23. 1999 4:30PM
Division of Corporations

FOWLER WHITE

NO. 799 PaP. 3/7f2

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FLORIDA LIMITED PARTNERSHIP
VICTORIA PROPERTY HOLDINGS L.P.

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TELEFAX

**FROM THE LAW OFFICES OF
FOWLER, WHITE, BURNETT, HURLEY, BANICK & STRICKROOT, P.A.
100 South East Second Street
Miami, FL 33131-1101**

OUR FAX NO. 305-789-9201
OUR TELEPHONE NO. 305-789-9200

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NAME: Tammi Cline.
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FROM: Judy Rodman, Paralegal
OUR FILE NO.: 49938-DEK
COMMENTS: Fax Audit No. H99000018214 9
Letter No. 999A00037831
Account No. 071250001512

Enclosed are revised Certificate of Limited Partnership with a copy of your letter, referenced above, and the fax audit sheet. Please process accordingly.

TOTAL NUMBER OF PAGES INCLUDING THIS COVER SHEET: 6

DATE: July 23, 1999

IMPORTANT MESSAGE

THIS TRANSMITTAL IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED, AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF THE READER OF THIS TRANSMITTAL IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE, AND RETURN THE ORIGINAL TRANSMITTAL TO US AT THE ABOVE ADDRESS VIA THE UNITED STATES POSTAL SERVICE. THANK YOU.

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TALLAHASSEE, FLORIDA

NO.799 P.2/7



July 23, 1999

SUBJECT: VICTORIA PROPERTY HOLDINGS L.P.
REF: W99000017044

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

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CERTIFICATE OF LIMITED PARTNERSHIP

Victoria Property Holdings Ltd.
a Florida limited partnership

The undersigned, as Manager of Jappah Management L.L.C., a Florida limited liability company, as General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states as follows:

1. The name of the Limited Partnership is: Victoria Property Holdings Ltd.
2. The address of the office of the Limited Partnership and the name and address of the agent for service of process (whose consent to appointment is set forth below) are as follows:

Address of the office of the Limited Partnership:

9000 S.W. 152nd Street, Suite 106
Miami, Florida 33157

Agent for service of process:

Donald E. Kubit, Esq.
100 S.E. 2nd Street, 17th Floor
Miami, Florida 33131

3. The name and business address of the General Partner is as follows:

Jappah Management L.L.C.
9000 S.W. 152nd Street, Suite 106
Miami, Florida 33157

Donald E. Kubit, Esq.
Fowler, White, Burnett, Hurley,
Banick & Strickroot, P.A.
100 S.E. 2nd Street, 17th Floor
Miami, Florida 33131
Tel. 305-789-9200
Florida Bar No. 193056

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4. The mailing address of the Limited Partnership is as follows:

9000 S.W. 152nd Street, Suite 106
Miami, Florida 33157

5. The latest date upon which the Limited Partnership is to dissolve is December 31, 2049.

The execution of this Certificate by the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by its General Partner this 22nd day of July, 1999.

JAPPAH MANAGEMENT, L.L.C.
General Partner

By: Philipp J. Zahn
Philipp J. Zahn, its Manager

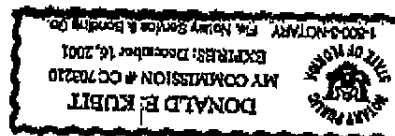
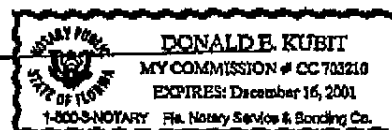
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) ss

The foregoing instrument was acknowledged before me this 22nd day of July, 1999 by Philipp J. Zahn, as Manager of Jappah Management L.L.C., a Florida limited liability company, as General Partner of Victoria Property Holdings Ltd., a Florida limited partnership, ☒ who is personally known to me or ☐ who has produced U/R as identification.

Donald E. Kubit
Notary Public, STATE OF FLORIDA

Print Name: _____

My Commission Expires: _____



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ACCEPTANCE OF DESIGNATION
AS AGENT FOR SERVICE OF PROCESS

The undersigned, a Florida resident, hereby accepts the designation by the above named
Limited Partnership as its Agent for Service of Process in accordance with Florida Statutes,
Section 620.105, as of the 22nd day of JULY 1999.


Donald E. Kubit

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TALLAHASSEE, FLORIDA

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CAPITAL CONTRIBUTIONS AFFIDAVIT

Victoria Property Holdings Ltd.,
a Florida limited partnership

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

I, the undersigned, PHILIPP J. ZAHN, as Manager of JAPPAH MANAGEMENT L.L.C., a Florida limited liability company, being the General Partner of Victoria Property Holdings Ltd. (the "Partnership"), hereby certify as follows:

1. The Partnership has not received any contributions from Limited Partners to date.
2. At this time it is anticipated that the Limited Partners will contribute, in the aggregate, contributions totaling \$6,220,000.00.

Under 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.

VICTORIA PROPERTY HOLDINGS LTD.

By: JAPPAH MANAGEMENT L.L.C., as General Partner

By: [Signature]
Philipp J. Zahn, as Manager

The foregoing instrument was acknowledged before me this 22nd day of July, 1999 by Philipp J. Zahn, as Manager of Jappah Management L.L.C., a Florida limited liability company, as General Partner of Victoria Property Holdings Ltd., a Florida limited partnership, ☒ who is personally known to me or ☐ who has produced _____ as identification.

[Signature]
Notary Public, STATE OF FLORIDA

Print Name: _____

My Commission Expires: _____

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