

# A99000001373

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Fax Number : (850) 922-4003

From: Account Name : BILZIN, SUMBERG DUNN PRICE & AXELROD LLP  
Account Number : 075350000132  
Phone : (305) 374-7580  
Fax Number : (305) 350-2446

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## FLORIDA LIMITED PARTNERSHIP

### KENDALL VILLAGE RESIDENTIAL, LTD.

Name Availability	<b>MJH</b>
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DIVISION OF CORPORATIONS

Fax Audit No. H99-20934

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
KENDALL VILLAGE RESIDENTIAL, LTD.**

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is KENDALL VILLAGE RESIDENTIAL, LTD., a Florida limited partnership (the "Limited Partnership").

2. The address of the registered office of the Limited Partnership is:

2665 South Bayshore Drive, Suite 1200  
Coconut Grove, Florida 33133.

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

Bersin Development Corp.,  
a Florida corporation  
2665 South Bayshore Drive, Suite 1200  
Coconut Grove, Florida 33133.

4. The name and business address of the general partner of the Limited Partnership are:

*MIDCO*  
Bersin Development Corp.,  
a Florida corporation  
2665 South Bayshore Drive, Suite 1200  
Coconut Grove, Florida 33133.

5. The mailing address for the Limited Partnership is:

2665 South Bayshore Drive, Suite 1200  
Coconut Grove, Florida 33133.

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2050.

The execution of this Certificate of Limited Partnership on behalf of the undersigned general partner constitutes an affirmation that the facts stated herein are true.

*This instrument 248653.03 prepared by:*

Deborah R. Mayo, Esquire  
Florida Bar No. 368226  
BILZIN SUMBERG DUNN PRICE & AXELROD LLP  
2500 First Union Financial Center  
Miami, Florida 33131-2336  
Telephone: 305-374-7580

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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the general partner of the Limited Partnership as of the 4 day of August, 1999.

BERSIN DEVELOPMENT CORP., a Florida corporation

By:   
Jeffrey Berkowitz, President

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, as President and on behalf of BERSIN DEVELOPMENT CORP., a Florida corporation (the "Corporation"), which has been designated as registered agent for KENDALL VILLAGE RESIDENTIAL, LTD., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that the Corporation will accept service of process for and on behalf of the Limited Partnership and that the Corporation will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated as of: August 4, 1999.

BERSIN DEVELOPMENT CORP., a Florida corporation

By:   
Jeffrey Berkowitz, President

Fax Audit No. H99-20934

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

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

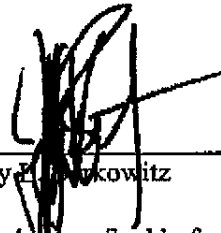
BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Jeffrey L. Berkowitz, as President of BERSIN DEVELOPMENT CORP., a Florida corporation (the "Corporation"), which Corporation is the general partner of KENDALL VILLAGE RESIDENTIAL, LTD., a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows on behalf of the Corporation:

1. Affiant is the President and duly authorized to act on behalf of the Corporation, which is the managing general partner of the Limited Partnership.

2. As of the date hereof, the limited partners of the Limited Partnership have actually contributed to the Limited Partnership an aggregate of \$2,756,160 of the total amount of \$2,784,000 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.

3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

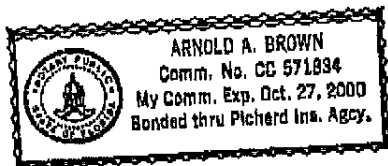
FURTHER AFFIANT SAYS NAUGHT.

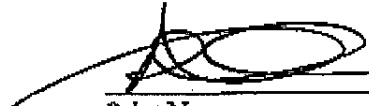
  
\_\_\_\_\_  
Jeffrey L. Berkowitz

THE FOREGOING INSTRUMENT was sworn to and subscribed before me this 4 day of August, 1999, by Jeffrey L. Berkowitz, as President of BERSIN DEVELOPMENT CORP., a Florida corporation, on behalf of such corporation. Such individual is personally known to me or has produced a driver's license as identification.

My Commission Expires:

[NOTARIAL SEAL]



  
\_\_\_\_\_  
Print Name: ARNOLD A. BROWN  
NOTARY PUBLIC, State of Florida  
Serial No., if any: \_\_\_\_\_