



A99000001421

ACCOUNT NO. : 072100000032

REFERENCE : 355099 5013689

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 1837.50

ORDER DATE : August 26, 1999

ORDER TIME : 11:48 AM

ORDER NO. : 355099-005

CUSTOMER NO. : 5013689

000002971350--0

CUSTOMER: Ms. Brigette Hernandez
WALLACE BAUMAN FODIMAN AND
WALLACE BAUMAN FODIMAN AND
Ste. 1720
1200 Brickell Avenue
Miami, FL 33134

DOMESTIC FILING

NAME: GROUPW PARTNERS I, LP

EFFECTIVE DATE:

(Handwritten circled '5')

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

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:

BJL 8/30/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 30 AM 10:52

RECEIVED
99 AUG 26 PM 2:22
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 27, 1999

JANINE LAZZARINI
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: GROWPW PARTNERS I, LP
Ref. Number: W99000019942

RESUBMIT
Please give original
submission date as file date.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 30 AM 10:52

We have received your document for GROWPW PARTNERS I, LP and the authorization to debit your account in the amount of \$1837.50. However, the document has not been filed and is being returned for the following:

Florida limited partnerships can't use the suffix "LP". Please use 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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 699A00042983

RECEIVED
99 AUG 30 AM 8:48
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 AUG 30 AM 10:58

**CERTIFICATE OF LIMITED PARTNERSHIP
OF GROUPW PARTNERS I, LIMITED PARTNERSHIP**

The undersigned certifies as follows with respect to GROUPW PARTNERS I, LIMITED PARTNERSHIP limited partnership to be formed under the laws of the State of Florida:

1. **Name of Partnership.** The name of the Partnership is GROUPW PARTNERS I, LIMITED PARTNERSHIP
2. **Office.** The address of the office of the Partnership is 751 Park of Commerce Drive, Suite 108, Boca Raton, Florida 33487.
3. **Registered Agent.** The name and address of the agent for service of process is GROUPW HOLDINGS, INC., 751 Park of Commerce Drive, Suite 108, Boca Raton, Florida 33487.
4. **Mailing Address.** The mailing address of the Partnership is 751 Park of Commerce Drive, Suite 108, Boca Raton, Florida 33487.
5. **Dissolution.** The latest date on which the Partnership is to dissolve is December 31, 2039.
6. Name of and address of the sole General Partner:

GROUPW HOLDINGS, INC.
751 Park of Commerce Drive, Suite 108
Boca Raton, Florida 33487.

099000047452

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 24th day of August, 1999.

GENERAL PARTNER:

GROUPW HOLDINGS, INC.

By: 
RICHARD WEISSMAN, President

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 620.105, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

- 1. The name of the limited partnership is

GROUPW PARTNERS I, LIMITED PARTNERSHIP

- 2. The name and the Florida street address of the registered agent are:

**GROUPW HOLDINGS, INC.
751 Park of Commerce Drive, Suite 108
Boca Raton, Florida 33487.**

FILED STATE'S
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 AUG 30 AM 10: 52

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above-stated limited liability company, at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agree to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

GROUPW HOLDINGS, INC.

By: 
RICHARD WEISSMAN, President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
GROUPW PARTNERS I, LIMITED PARTNERSHIP

The undersigned, constituting all of the General Partners of GROUPW PARTNERS I, LIMITED PARTNERSHIP, a Limited Partnership formed under the laws of the State of Florida certify as follows:

1. The amount of capital contributions to date of the Limited Partners is \$100,000.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000,000.


Signed this 24th day of August, 1999.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

GENERAL PARTNER:

GROUPW HOLDINGS, INC.

By: 
 RICHARD WEISSMAN, President

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 SECRETARY OF CORPORATIONS
 99 AUG 30 AM 10:52