

# A99000001595

Law Offices of  
Michael S. Singer, P.A.

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J.D., LL.M.

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Reply To:  
P.O. Box 14456  
North Palm Beach, Florida 33408

September 24, 1999

Division of Corporations  
Attn: Limited Partnerships  
P.O. Box 6327  
Tallahassee, Florida 32314

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-09/27/99--01026--004  
\*\*\*1785.00 \*\*\*1785.00

Re: Marvin Ross Friedman Family Limited Partnership

Dear Sir or Madam:

Enclosed please find the Certificate of Limited Partnership with attached Affidavit for Marvin Ross Friedman Family Limited Partnership. Also enclosed is our check in the amount of \$1,785.00 for the filing fees. I have enclosed an extra for you to stamp in and return to our office.

Should you have any questions or need anything further, please do not hesitate to contact me.

Sincerely yours,



Patti K. Babka,  
Legal Assistant

/pkb

Enclosure(s) as Stated

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JB  
9-30-99

**MARVIN ROSS FRIEDMAN FAMILY LIMITED PARTNERSHIP**  
**CERTIFICATE OF LIMITED PARTNERSHIP**

Pursuant to Florida Statutes, §620.108, the undersigned Partners hereby make, acknowledge, and file this Certificate of Limited Partnership for the MARVIN ROSS FRIEDMAN FAMILY LIMITED PARTNERSHIP hereinafter referred to as the Partnership.

1. The name of the Partnership is the MARVIN ROSS FRIEDMAN FAMILY LIMITED PARTNERSHIP.

2. The initial purpose of the Partnership is to own, hold, maintain, sell, exchange and otherwise invest in the stock of corporations, limited liability corporations, general or limited partnership interests, real estate, and other business entity interests; and conduct such other activities as may be necessary or incidental to the foregoing, all on the terms and conditions herein set forth; or otherwise conduct business reasonably incident thereto. The Partnership may, in the future, own, hold, build upon, maintain, sell, manage, operate, lease, exchange, or otherwise conduct business with respect to real property, and/or personal property of any kind, and to purchase, sell, own, acquire an interest in property of any kind and description, whether real or personal property located within or without the State of Florida; dispose of, mortgage, refinance or otherwise encumber all or any part of the aforescribed property; and conduct such other activities as may be necessary or incidental to the foregoing, all on the terms and conditions herein set forth; or otherwise conduct business with respect thereto and do all things reasonably incident thereto. The Partnership may also specifically invest in stocks, bonds, and any other investment it sees fit, including purchase of said stocks, bonds and other investments in cash, on margin, buying and selling long and short, and may purchase such stocks and bonds on margin or directly; the Partnership may also purchase futures, options, puts, calls, etc. at the discretion of the general partner. Without limiting the foregoing, the Partnership may do any act or accomplish any business or investment purpose as determined by the General Partner, without any limitation or restriction whatsoever, and may alter or amend the purpose of the Partnership consistent with the provisions of the Uniform Limited Partnership Act of Florida.

3. The principal place of business and the mailing address of the Partnership shall be located at 2600 Douglas Road, Suite 1011, Coral Gables, Florida 33134 or such other place as the General Partner may from time to time designate. The name and address of the Resident Agent is, Michael S. Singer, Esquire, 1201 U.S. Highway One, Suite 240A, North Palm Beach, FL 33408.

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TALLAHASSEE, FL 32304

4. The name and address of each Partner is as follows:

GENERAL PARTNER:

Marvin Ross Friedman, Trustee of  
the Marvin Ross Friedman Revocable  
Trust dated February 20, 1997  
2600 Douglas Road, Suite 1011  
Coral Gables, FL 33134

LIMITED PARTNER:

Marvin Ross Friedman Grantor  
Retained Annuity Trust dated June 30, 1999  
2600 Douglas Road, Suite 1101  
Coral Gables, FL 33134

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5. The Partnership and the limitation of liability of the Limited Partners will commence upon filing of this Certificate of Limited Partnership. The Partnership and limitation of liability of the Limited Partnership shall continue in accordance with the filing of this Certificate of Limited Partnership until June 30, 2049, unless sooner terminated in accordance with the Agreement of Limited Partnership.

6. The General Partner has contributed the property listed on Schedule "A" to the capital of the Partnership. The Limited Partners have contributed the property listed on Schedule "A" to the capital of the Partnership.

7. The Limited Partners have no responsibility or liability for additional contributions to the capital of the Partnership, but may voluntarily contribute additional capital in exchange for additional limited partnership units, or may instead elect to increase such Limited Partner's basis in existing partnership units, at the election of such Limited Partner.

8. The contribution of each partner is to be returned upon termination of the Partnership or in accordance with the Agreement of Limited Partnership.

9. Net profits and losses of the Partnership for any year shall be allocated to Partners in accordance with the Agreement of Limited Partnership.

10. A Limited Partner shall only have the right to assign and transfer any or all of his Limited Partnership Interest as restricted by the Agreement of Limited Partnership.

11. No right is given to any Partner to admit additional Limited Partners except with the consent of the General Partner and in accordance with the Partnership agreement.

12. In the event of the withdrawal, dissolution, assignment for the benefit of creditors, adjudication of bankruptcy, or insolvency, retirement, or insanity of a General Partner, the Partnership shall not dissolve, but shall continue in accordance with the terms of the Partnership Agreement.

IN WITNESS WHEREOF, the General and Limited Partners have hereunto set their hands and seals on the 2<sup>nd</sup> day of JUNE, 1999.

**GENERAL PARTNER:**

MARVIN ROSS FRIEDMAN, as Trustee of  
the Marvin Ross Friedman Revocable Trust  
Dated February 20, 1997

By: 

MARVIN ROSS FRIEDMAN, Trustee

**LIMITED PARTNER:**

GARY FRIEDMAN, as Trustee of  
MARVIN ROSS FRIEDMAN GRANTOR  
RETAINED ANNUITY TRUST dated June 30, 1999

  
GARY FRIEDMAN, Trustee

STATE OF FLORIDA  
COUNTY OF DADE

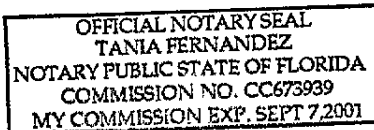
Before me, the undersigned Notary Public in and for said State and County, personally appeared Marvin Ross Friedman, Trustee of the Marvin Ross Friedman Revocable Trust Agreement dated February 20, 1997, General Partner, known to me and who swore that he did sign the foregoing instrument for himself and that the same was his free act and deed in such capacity.

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TALLAHASSEE, FLORIDA

The foregoing Certificate of Limited Partnership for MARVIN ROSS FRIEDMAN FAMILY LIMITED PARTNERSHIP was subscribed, sworn to, and acknowledged before me this 24<sup>th</sup> day of June, 1999, by Marvin Ross Friedman, who is personally known to me or who has produced a driver's license as identification and who did or did not take an oath.

*Tania Fernandez*  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



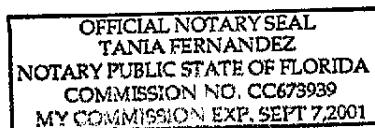
STATE OF FLORIDA  
COUNTY OF DADE

Before me, the undersigned Notary Public in and for said State and County, personally appeared Gary Friedman, as Trustee of the Marvin Ross Friedman Grantor Retained Annuity Trust dated June 30, 1999, as Limited Partner; known to me and who swore that he did sign the foregoing instrument for himself and that the same was his free act and deed in such capacity.

The foregoing Certificate of Limited Partnership for MARVIN ROSS FRIEDMAN FAMILY LIMITED PARTNERSHIP was subscribed, sworn to, and acknowledged before me this 24<sup>th</sup> day of June, 1999, by Gary Friedman, who is personally known to me or who has produced a driver's license as identification and who did or did not take an oath.

*Tania Fernandez*  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



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TALLAHASSEE, FLORIDA

**SCHEDULE "A"**  
**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned, being duly sworn, depose and state that the foregoing statement of capital contributions to MARVIN ROSS FRIEDMAN FAMILY LIMITED PARTNERSHIP is true and correct. Further, the partners (both general and limited) acknowledge that they may make additional capital contributions to the partnership in respect to the total authorized and issued (5,000,000) partnership units.

<u>General Partner</u>	<u>Interest in Partnership Expressed as a Percentage</u>	<u>Capital Account</u>	<u>Partnership Units</u>
Marvin Ross Friedman Revocable Trust Agreement dated February 20, 1997	1%	\$50,000.00	50,000
<u>Limited Partners</u>	<u>Interest in Partnership Expressed as a Percentage</u>	<u>Capital Account</u>	<u>Partnership Units</u>
Marvin Ross Friedman Grantor Retained Annuity Trust	99%	\$4,950,000.00	4,950,000
Total Limited Partner Interests			
TOTAL PARTNERSHIP INTERESTS	100%	\$5,000,000.00	5,000,000

The amount of capital contributions to date of the limited partners is \$4,950,000.00

Signed this 29<sup>th</sup> day of June, 1999.

FURTHER AFFIANTS SAYETH NOT.

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 TALLAHASSEE, FLORIDA

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

**GENERAL PARTNER:**

MARVIN ROSS FRIEDMAN, as Trustee of  
the Marvin Ross Friedman Revocable Trust  
Dated February 20, 1997

By: 

MARVIN ROSS FRIEDMAN, Trustee

**LIMITED PARTNER:**

GARY FRIEDMAN, as Trustee of  
MARVIN ROSS FRIEDMAN GRANTOR  
RETAINED ANNUITY TRUST dated June 30, 1999

  
GARY FRIEDMAN, Trustee

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State,  
Naming Agent Upon Whom Process May Be Served.

The following is submitted, in compliance with Florida Statutes:

MARVIN ROSS FRIEDMAN FAMILY LIMITED PARTNERSHIP is a Limited Partnership organized under the laws of the State of Florida, with its principal office being at 2600 Douglas Road, Suite 1101, Coral Gables, FL 33134 in the County of Dade, State of Florida. MARVIN ROSS FAMILY LIMITED PARTNERSHIP has named Michael S. Singer, Esquire, 1201 U.S. Highway One, Suite 240A, North Palm Beach, Florida 33408, its agent to accept service of process within this State.

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said partnership authorized to accept Service of Process at the designated address in Florida) in some conspicuous place in the office as required by law.



MICHAEL S. SINGER, ESQUIRE

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