

Document Number Only

A99000001755

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

CORPORATION(S) NAME

LP-1,697.50

Orlando Southwest Flexspace, LTD

500003023895--5

-10/27/99--01084--010

\*\*\*1697.50 \*\*\*1697.50

500003023895--5

-10/25/99--01100--004

\*\*\*\*140.00 \*\*\*\*140.00

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ LLC

☒ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☒ Certified Copy

☐ Photo Copies

☐ Fic. Name

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name  
Availability

Document  
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

Please Return Extra Copies  
File Stamped To

Jeffrey Butterfield

10/25

to be second

10/25/99

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99 OCT 25 PM 1:21

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32301

99 OCT 25 PM 1:17



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 25, 1999

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: ORLANDO SOUTHWEST FLEXSPACE, LTD.  
Ref. Number: W99000024593

WALK-IN  
PICK-UP

99 OCT 25 PM 5:17  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

We have received your document for ORLANDO SOUTHWEST FLEXSPACE, LTD. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The AFFIDAVIT indicates that a total of \$1,408,000.00 is anticipated to be contributed by the limited partners.

The partnership would therefore pay the MAXIMUM filing fee of \$1,785.00, and with \$52.50 for the certified copy, the TOTAL AMOUNT REQUIRED would be \$1,837.50.

Please note that we have RETAINED your \$140.00 payment.

Please return your filing with an ADDITIONAL \$1,697.50.

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: 999A00051273

ATM?  
Please Buck Kohr

Thanking  
\_\_\_\_\_

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

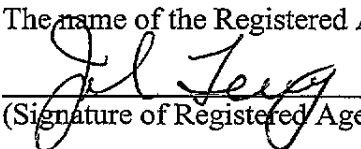
99 OCT 27 AM 11:33

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
ORLANDO SOUTHWEST FLEXXSPACE, LTD.**

RECEIVED  
99 OCT 25 PM 5:17  
CLERK OF SUPERIOR COURT  
JUDICIAL CIRCUIT IN AND FOR  
DADE COUNTY, FLORIDA

**THE UNDERSIGNED**, the general partner of ORLANDO SOUTHWEST FLEXXSPACE, LTD. (the "Partnership"), does hereby certify as follows for the purpose of forming a limited partnership pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act:

1. The name of the Partnership is "Orlando Southwest FlexxSpace, Ltd."
2. The business address and the mailing address of the Partnership is 1400 N.W. 107<sup>th</sup> Avenue, Miami, Florida 33172-2704.
3. The name of the Registered Agent for service of process is Joel Levy.  
  
(Signature of Registered Agent)
4. The address for the Registered Agent is 1400 N.W. 107<sup>th</sup> Avenue, Miami, Florida 33172-2704.
5. The latest date upon which the Partnership is to be dissolved is December 31, 2046.
6. The name and business address of the general partner of the Partnership is Orlando Southwest FlexxSpace LLC, a Florida limited liability company with offices at 1400 N.W. 107<sup>th</sup> Avenue, Miami, Florida 33172-2704.

Signed this 19<sup>th</sup> day of October, 1999.

**GENERAL PARTNER:**

**ORLANDO SOUTHWEST FLEXXSPACE  
LLC**, a Florida limited liability company

By: AP-ADLER INVESTMENT FUND, L.P., a  
Delaware limited partnership, *its managing  
member*

By: ADLER NEWCO GP, INC., a Florida  
corporation, *its managing general partner*

PREPARED BY:  
Michael Basile, Esq.  
Florida Bar No. 197599  
STROOCK & STROOCK & LAVAN LLP  
3300 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131-2385

By:   
Joel Levy, Executive Vice President

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Joel Levy, who is known to me and known by me to be the person who executed the foregoing Certificate of Limited Partnership of Orlando Southwest FlexxSpace, Ltd. (the "Partnership"), or who presented \_\_\_\_\_ as identification, and he acknowledged to me and before me that he executed this Affidavit as Executive Vice President of Adler Newco GP, Inc. and that said corporation is the general partner of AP-Adler Investment Fund, L.P., the Delaware limited partnership that is the managing member of Orlando Southwest FlexxSpace LLC, a Florida limited liability company that is the general partner of said Partnership.

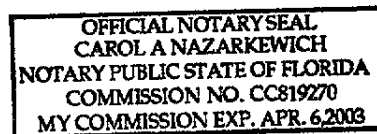
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 19<sup>th</sup> day of October, 1999.

(SEAL)

Carol A. Nazarkewich  
Notary Public, State of Florida

My commission expires:

30069012



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DIVISION OF CORPORATIONS  
99 OCT 25 PM 5:17

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME appeared the undersigned, being the Executive Vice President of Adler Newco GP, Inc., a Florida corporation that is the managing general partner of AP-Adler Investment Fund, L.P., a Delaware limited partnership that is the managing member of Orlando Southwest FlexxSpace LLC, a Florida limited liability company that is the sole general partner of Orlando Southwest FlexxSpace, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who upon being sworn, certified that: (i) the amount of cash capital contributions contributed to date by the limited partners of the Partnership is \$1,408,000; (ii) no additional amount of cash capital contributions are anticipated to be contributed by the limited partners of the Partnership; and (iii) no property other than cash has been contributed by the limited partners of the Partnership and it is not anticipated that the limited partners will contribute any property other than cash to the capital of the Partnership.

Dated: October 19, 1999.

### **FURTHER AFFLIANT SAYETH NAUGHT.**

*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.*

### **GENERAL PARTNER:**

**ORLANDO SOUTHWEST FLEXXSPACE LLC**, a  
Florida limited liability company

By: AP-ADLER INVESTMENT FUND, L.P., a Delaware  
limited partnership, *its managing member*

By: ADLER NEWCO GP, INC., a Florida corporation,  
*its managing general partner*

By: \_\_\_\_\_

*Joel Levy*  
Joel Levy, Executive Vice President

PREPARED BY:  
Michael Basile, Esq.  
Florida Bar No. 197599  
STROOCK & STROOCK & LAVAN LLP  
3300 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131-2385

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

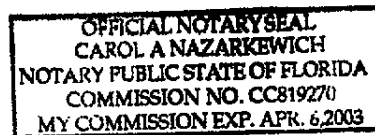
BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Joel Levy, who is known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions to Orlando Southwest FlexxSpace, Ltd. (the "Partnership"), or who presented \_\_\_\_\_ as identification, and he acknowledged to me and before me that he executed this Affidavit as Executive Vice President of Adler Newco GP, Inc. and that said corporation is the general partner of AP-Adler Investment Fund, L.P., the Delaware limited partnership that is the managing member of Orlando Southwest FlexxSpace LLC, a Florida limited liability company that is the general partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 19<sup>th</sup> day of October, 1999.

(SEAL)

Carol A. Nazarkewich  
Notary Public, State of Florida

My commission expires:



30069015