

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 200 • Tallahassee, Florida 32304  
(850) 224-8870 • 1-800-328-6262 • Fax (850) 224-1121

A99000001888

Mercede Executive Park

600003043786--1  
-11/16/99--01001--006  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

600003043786--1  
-11/15/99--01037--014  
\*\*\*1750.00 \*\*\*1750.00

CERT - 52.50  
LP - 35.00

(9)

Signature

*AK* 11/15/99

Requested by

Name

Date

Time

Walk-In

Will Pick Up

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

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RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
99 NOV 15 AM 9:55

**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
 THE Mercede Executive Park  
**LIMITED PARTNERSHIP**

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The parties hereto do hereby certify that an Agreement was made effective the 8<sup>TH</sup>  
 day of NOVEMBER, 19 99, at PLANTATION, FLORIDA, by the  
 following, herein called "General Partners":

JOHN F. MERCEDE

and by the following, hereinafter referred to as "Limited Partners":

SKY C. MERCEDE  
JOHN F. MERCEDE

WITNESSETH:

1. *Name.* The name of this Limited Partnership is THE Mercede Executive Park  
 LIMITED PARTNERSHIP.
2. *Business.* The general character of the Partnership business shall be to, MANAGE AND  
OWN REAL ESTATE, and conduct a general business as thereto related.
3. *Principal Place of Business.* The location of the principal place of business of  
 the Partnership is PLANTATION, BROWARD, FLORIDA.

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4. Registered Agent and Office. The registered agent for this Limited Partnership is JOHN F. MERCEDE. The street address of the registered agent and the registered office is 1868 N. UNIVERSITY DR. #204, PLANTATION, FLORIDA 33322. This address is also the partnership's principal office address and its mailing address.

5. The Partners. The General Partners and Limited Partners of this Limited Partnership are as follows:

General Partners

JOHN F. MERCEDE  
\_\_\_\_\_  
\_\_\_\_\_

Place of Business

1868 N. UNIVERSITY DR. #204  
PLANTATION, FLORIDA 33322  
\_\_\_\_\_  
\_\_\_\_\_

Limited Partners

SKY C. MERCEDE  
JOHN F. MERCEDE  
\_\_\_\_\_  
\_\_\_\_\_

Place of Residence

23184 BOCA CLUB COLONY CIRCLE  
BOCA RATON, FL 33433  
1868 N. UNIVERSITY DR. #204  
PLANTATION, FLORIDA 33322  
\_\_\_\_\_  
\_\_\_\_\_

6. Term. The Partnership shall begin on the 15th day of NOVEMBER, 1999, and shall continue for 20 years thereafter unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.

7. Additional Contributions. No additional contributions of the Limited Partners have been agreed upon.

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8. *Return of Contributions.* No Limited Partner shall be entitled to withdraw or demand the return of any part of such Partner's capital contribution except upon dissolution of the Partnership.
9. *Profits.* All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportions as the Partners' then capital interest accounts, unless retained for the Partnership investment and business activities.
10. *Assignments.* A Limited Partner shall have the right to sell such Partner's interest in the Partnership but only after such Limited Partner gives to the Partnership a 120-day opportunity to purchase such interest, as explained in detail by the Partnership Agreement.
11. *Additional Limited Partners.* The General Partner may admit additional limited partners.
12. *Priority Among Limited Partners.* There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.
13. *Continuance of Business.* Upon the death, retirement or insanity of the surviving General Partner, the Partnership shall dissolve unless continued by the remaining Partners and selecting when necessary a new General Partner. If the last surviving or serving General Partner has died, retired and/or becomes insane, then the Limited Partners holding interest in capital in excess of 50% of the capital owned by all Limited Partners may elect to continue the Partnership by selecting a new General Partner.
14. *Property Other Than Cash.* A Limited Partner may not demand property other than cash in return for such Partner's contributions.
15. *Amount of Cash and Agreed Value and Description of Other Property Contributed.* The Partners in the Limited Partnership have contributed their interest in the property as set forth in Schedule "A" attached hereto, with an agreed value of \$6,750,000.

Partners	Percentage Interest	Contribution
① JOHN F. MERCEDE G/P	① 01.00000	② 67,500.00
SKY C. MERCEDE L/P	00.14814	10,000.00
JOHN F. MERCEDE L/P	98.85186	6,672,500.00

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GENERAL PARTNERS:

①

John F. Mercede  
 John F. Mercede Signature

\_\_\_\_\_  
 Signature

LIMITED PARTNERS:

①

SKY C. MERCEDE  
 SKY C. MERCEDE Signature

John F. Mercede  
 JOHN F. MERCEDE Signature

\_\_\_\_\_  
 Signature

\_\_\_\_\_  
 Signature

Michael A. Caruso  
 MICHAEL A. CARUSO  
 WITNESS.

Michael A. Caruso  
 MICHAEL A. CARUSO  
 WITNESS



Youra Gail Drake  
 MY COMMISSION # CC748900 EXPIRES  
 June 7, 2002  
 BONDED THRU TROY FAIN INSURANCE, INC.

Youra Gail Drake

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Schedule "A"

Attached to THE ① MERCADO EXECUTIVE PARK LIMITED PARTNERSHIP, dated the  
② 8TH day of ③ NOVEMBER 19 ④ 99.

1. The following real estate subject to the encumbrances owed thereon to-wit:

① SEE ATTACHED LEGAL DESCRIPTION.  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The above-described real estate is hereby conveyed to said ① MERCADO EXECUTIVE PARK  
LIMITED PARTNERSHIP with Grantors retaining the obligation to personally pay all  
obligations thereon if any presently exist.

2. The following accounts in the following institutions, together with all future additions,  
interest or accumulations therein:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

3. The following securities in the following companies:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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4.

The following vehicles:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

5.

All rights, title and interests in and to the following:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

DATED the 8<sup>TH</sup> day of NOVEMBER, 1999.

John F. Mercede  
JOHN F. MERCEDE LTD PTNR.

John F. Mercede  
JOHN F. MERCEDE Signature GENERAL PTNR

SKY C. Mercede  
SKY C. MERCEDE Signature LTD. PTNR.

Michael A. Caruso  
MICHAEL A. CARUSO  
WITNESS

Michael A. Caruso  
MICHAEL A. CARUSO  
WITNESS



Youra Gail Drake  
MY COMMISSION # CC748900 EXPIRES  
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Youra Gail Drake

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**EXHIBIT A**

A parcel of land in the N.E. quarter (¼) of Section 33, Township 49 South, Range 41 East, said parcel including a portion of Block 1, in said Section 33; according to the EVERGLADES PLANTATION CO. AMENDED PLAT, as recorded in Plat Book 2, Page 7, of the Public Records of Dade County, Florida, more particularly described as follows:

Beginning at the intersection of a line 1,900 feet West of (as measured at right angles) and parallel with the East line of the said N.E. quarter (¼) of said Section 33 and a line 100 feet South of (as measured at right angles) and parallel with the North line of said Section 33, said intersection being on the East right-of-way of Old Plantation Water Control District Canal thence North 89°55'40" East along said South right-of-way, a distance of 1,037.54 feet thence South 00°04'20" East, a distance of 413.15 feet; to a point on said North right-of-way of Sunrise Boulevard; thence South 89°55'40" West, along said North right-of-way, a distance of 780.96 feet thence North 00°58'52" West, a distance of 200.03 feet thence South 89°55'40" West, a distance of 250.03 feet to a point on the East right-of-way of University Drive; thence North 00°58'52" West, a distance of 213.17 feet to the Point of Beginning.

Subject to all easements of record.

Said lands situate in the City of Plantation, Broward County, Florida and containing 8.670 acres more or less.



**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR FLORIDA LIMITED PARTNERSHIP**

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The undersigned constituting all of the general partners of MERCEDE EXECUTIVE  
PARK LIMITED PARTNERSHIP

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 6,682,500

The total amount contributed and anticipated to be contributed by the limited partners at this time  
totals \$ 6,682,500

Signed this 8<sup>TH</sup> day of November, 19 99

FURTHER AFFIANT SAYETH NOT.

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

\_\_\_\_\_  
General Partner

J. F. Mercede  
General Partner JOHN F. MERCEDE

\_\_\_\_\_  
General Partner

\_\_\_\_\_  
General Partner

\_\_\_\_\_  
General Partner

\_\_\_\_\_  
General Partner