

NOV. 29. 1968 1:25PM BWR
Division of Corporations
NO. 376 P. 1/5
Page 1 of 2
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SUNDANCE POINTE ASSOCIATES, LTD.**

The undersigned, acting as organizer of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act hereby adopts the following certificate for such Limited Partnership:

1. **NAME.** The name of the Limited Partnership is:

SUNDANCE POINTE ASSOCIATES, LTD.

2. (a) **PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS.** The address of the office of the Partnership at which place the records shall be maintained is:

**2121 Ponce de Leon Boulevard, Suite PH2
Coral Gables, Florida 33134**

- (b) **REGISTERED AGENT.** The name and address of the Partnership's agent for service of process is:

**Leon J. Wolfe, Esq.
c/o Berman Wolfe Rennert Vogel & Mandler, P.A.
NationsBank Tower At International Place
100 Southeast Second Street, Suite 3500
Miami, FL 33131-2130**

3. **GENERAL PARTNERS.** The name and address of the General Partner is:

**SIM SUNDANCE POINTE, L.L.C., a Florida limited liability company
2121 Ponce de Leon Boulevard, Suite PH2
Coral Gables, Florida 33134**

4. **MAILING ADDRESS.** The mailing address for the Limited Partnership is:

**2121 Ponce de Leon Boulevard, Suite PH2
Coral Gables, Florida 33134**

5. **DISSOLUTION DATE.** The term of the Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida and shall continue until **December 31, 2049**, unless sooner terminated as provided in the Articles of Limited Partnership Agreement.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned General Partner has hereunto executed this Certificate as of the 29th day of November, 1999.

GENERAL PARTNER:

[CORPORATE SEAL]

SIM SUNDANCE POINTE, L.L.C.,
a Florida limited liability company

By: Stuart I. Meyers

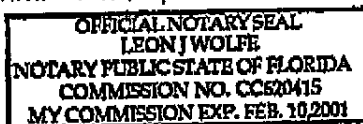
Stuart I. Meyers, President

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 29th November, 1999, by Stuart I. Meyers, as President, of SIM SUNDANCE POINTE, a Florida limited liability company, on behalf of the Company, and who is personally known to me.

My Commission Expires:



Leon J. Wolfe
NOTARY PUBLIC, STATE OF FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate of Limited Partnership, I hereby act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Leon J. Wolfe
Registered Agent

Dated: November 29th, 1999

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared Stuart I. Meyers, as President of SIM SUNDANCE POINTE, L.L.C., a Florida limited liability company (the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:

1. Affiant is the duly appointed authorized member of SIM SUNDANCE POINTE, L.L.C., a Florida limited liability company (the "Company").

2. The Company is the General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act under the name SUNDANCE POINTE ASSOCIATES, LTD.

3. The amount of capital contributions to date of the limited partners is \$100.00.

4. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00.

5 The 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 further certifies that he has read the full facts of this affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.

SIM SUNDANCE POINTE, L.L.C.,
a Florida limited liability company

By: 
Stuart I. Meyers, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

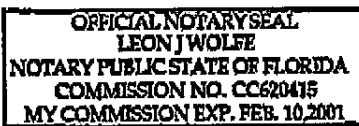
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((H99000030199 6)))

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

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My Commission Expires:



NOTARY PUBLIC, STATE OF FLORIDA

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