

Division of Corporations

Page 1 of 1

A99000001983**Florida Department of State**

Division of Corporations

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Katherine Harris, Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**FLORIDA LIMITED PARTNERSHIP**

Pinnacle Pointe, Ltd.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$148.75

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 29, 1999

TERRY LOVELL

SUBJECT: PINNACLE POINTE, LTD.
REF: W99000027122

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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) 487-6020.

Tammi Cline
Document Specialist

FAX Aud. #: H99000030138
Letter Number: 899A00056397

H99000030138 4

**CERTIFICATE OF LIMITED PARTNERSHIP
OF PINNACLE POINTE, LTD.**

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of PINNACLE POINTE, LTD., a Florida limited partnership (the "Partnership"), hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:
PINNACLE POINTE, LTD.
2. The office and principal place of business for the Partnership currently is:
**2665 South Bayshore Drive
Suite 202
Miami, Florida 33133**
3. The name and address of the agent for service of process on the Partnership is:
**Brian J. McDonough, Esq.
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130**
4. The name and address of the sole General Partner of the Partnership are:
**PHG POINTE, INC.
2665 South Bayshore Drive
Suite 202
Miami, Florida 33133**
5. The mailing address of the Partnership is:
**2665 South Bayshore Drive
Suite 202
Miami, Florida 33133**
6. The latest date upon which the Partnership shall dissolve is December 31, 2049.

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TALLAHASSEE FLORIDA

Filed by:

Terry M. Lovell, Fla Bar No. 0149802
Stearns Weaver Miller, et al
150 W. Flagler Street, Suite 2200
Miami, Florida 33130
Telephone: 305-789-3200
Facsimile: 305-789-3395

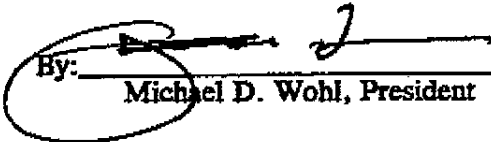
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IN WITNESS WHEREOF, the undersigned have signed this Certificate of Limited Partnership as the sole General Partner, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: November 22, 1999

PHG POINTE, INC., a Florida corporation,
as the sole general partner

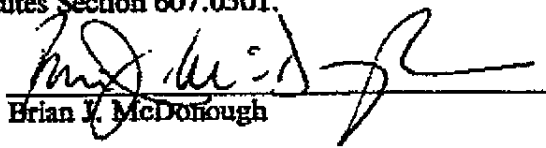
By: 

Michael D. Wohl, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Brian J. McDonough hereby accepts his appointment as registered agent for PINNACLE POINTE, LTD., a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: November 23, 1999


Brian J. McDonough

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

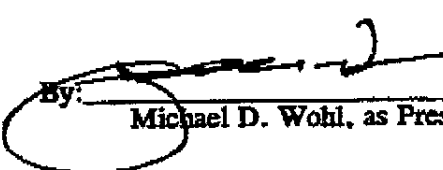
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Michael D. Wohl, as President of PHG POINTE, INC., a Florida corporation, as the sole general partner of PINNACLE POINTE, LTD., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partner of the Partnership to the Partnership is \$99.99.

2. It is not anticipated that the Limited Partner will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

PHG POINTE, INC., a Florida corporation,
as the sole general partner

By: 

Michael D. Wohl, as President

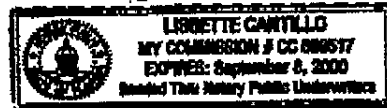
The foregoing instrument was acknowledged before me this 22 day of November, 1999, by Michael D. Wohl, as President of PHG POINTE, INC., a Florida corporation, as the sole general partner of PINNACLE POINTE, LTD., a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification.


Print or Stamp Name:

Notary Public, State of Florida at Large

Commission No.:

My Commission Expires:



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