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B96000000378

ACCOUNT NO. : 072100000032

REFERENCE : 099290 4323852

AUTHORIZATION :

Patricia P. Pate

COST LIMIT : \$ 148.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 26 PM 12:52

ORDER DATE : September 26, 1996

ORDER TIME : 9:12 AM

ORDER NO. : 099290

CUSTOMER NO: 4323852

400001957564

CUSTOMER: Mary Fendle, Legal Assistant
Dean Mead Egerton Bloodworth
Suite 1500
800 North Magnolia Avenue
Orlando, FL 32803

FOREIGN FILINGS

NAME: RUBY RED EQUITIES LIMITED
PARTNERSHIP

File
2001
96 SEP 26 PM 11:01
DIVISION OF CORPORATIONS
NOT RECORDED

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

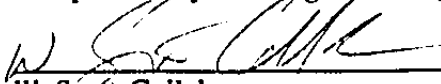
J. TAX
FILING
R. AGENT FEE
S. COPY
TOTAL
N. BORN
BALANCE DUE
REFUND

B/K
9/24/96

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
SEP 26 PM 12:52

1. The name of the limited partnership as it is in the home state: Ruby Red Equities Limited Partnership.
2. If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida: N/A
3. State of Formation: Delaware
4. Date of Formation: September 25, 1996
5. Name of Registered Agent for Service of Process: W. Scott Callahan.
6. Street Address of Registered Office: 28 E. Washington Street, Orlando, Florida 32802
7. Acceptance by the Registered Agent for Service of Process:


W. Scott Callahan

8. Address of registered office required in state of formation or, if not required, address of principal office: 1013 Centre Road, Wilmington, Delaware 19805

- | 9. NAMES OF GENERAL PARTNERS | SPECIFIC ADDRESS |
|------------------------------|--------------------------|
| Ruby Red Realty Corp. | 550 Mamaroneck Avenue |
| | Harrison, New York 10528 |

F96000001957

10. Office where names, addresses and contributions of limited partners are kept: 550 Mamaroneck Avenue, Harrison, New York 10528.
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. Mailing address of limited partnership: 550 Mamaroneck Avenue, Harrison, New York 10528.

This 25th day of September, 1996.

GENERAL PARTNER:

RUBY RED REALTY CORP., a Delaware corporation

By: [Signature]
W. Scott Callahan, Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 26 PM 12:52

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged and sworn before me this 25th day of September, 1996, by W. SCOTT CALLAHAN, as Vice President of RUBY RED REALTY CORP., a Delaware corporation, as the sole general partner and on behalf of RUBY RED EQUITIES LIMITED PARTNERSHIP, a Delaware limited partnership. Said person (check one) ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: N/A

[Signature]
Print Name: _____

Notary Public, State of Florida

My Commission Expires: _____

Commission Number: _____

MARLON E. MILLER
MY COMMISSION # 00290778 EXPIRES
May 31, 1997
BONDED THROUGH FARMERS GROUP, INC.

(NOTARY'S SEAL)

STATE OF FLORIDA

COUNTY OF ORANGE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared W. SCOTT CALLAHAN, Vice President of RUBY RED REALTY CORP., the sole general partner of RUBY RED EQUITIES LIMITED PARTNERSHIP, a Delaware limited partnership (the "Partnership"), of Orange County, Florida, who upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is \$ 100.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.00.

FURTHER AFFIANT SAYETH NOT.

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

RUBY RED REALTY CORP.

Date: September 25, 1996

By: W. Scott Callahan
W. Scott Callahan, Vice President

Sworn to and subscribed before me this 25TH day of September, 1996, by W. SCOTT CALLAHAN, Vice President of RUBY RED REALTY CORP., as General Partner on behalf of RUBY RED EQUITIES LIMITED PARTNERSHIP, a Delaware limited partnership. He (check one) ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: _____

Print Name: _____

Notary Public - State of Florida
Commission No.: _____
My Commission Expires: _____



FILED
STATE
CORPORATIONS
DIVISION
SEP 26 PM 12:53
96

B96000000378

DEAN, MEAD, SPIELVOGEL, GOLDMAN & BOYD, P.A.
ATTORNEYS AND COUNSELORS AT LAW

P.O. BOX 2348
ORLANDO, FLORIDA 32802-2348

800 NORTH MAGNOLIA AVENUE
SUITE 1800
ORLANDO, FLORIDA 32803

(407) 841-1200
FAX (407) 483-1831

WRITER'S DIRECT DIAL NO.
(407) 428-5119

December 30, 1996

Via Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

FILED
96 DEC 31 AM 9:13
TALLAHASSEE, FLORIDA

\$ 1,750.00 - FF

Re: Ruby Red Equities Limited Partnership,
Document #B96000000378

500002056295--0
-01/14/97--01017--018
***1750.00 ***1750.00

Gentlemen:

CM

Enclosed are an original and one copy of a Supplemental Affidavit of Capital Contributions for Ruby Red Equities Limited Partnership, together with a check made payable to the Florida Department of State in the amount of \$1,750.00 in payment of the filing fee. Also enclosed is the 1997 Limited Partnership Annual Report for Ruby Red Equities Limited Partnership, together with a check made payable to the Florida Department of State in the amount of \$576.25 in payment of the filing fee.

After the Supplemental Affidavit has been filed, please file the 1997 Annual Report and return a copy of the Supplemental Affidavit, stamped with the date of filing, to this office.

If you have any questions regarding the enclosed filings, please call me at (407) 428-5119.

Sincerely,

Mary F. Fendle

Mary F. Fendle, Legal Assistant

:mff

Enclosures (3)

cc: W. Scott Callahan, Esq. w/o enclosures
Jane D. Callahan, Esq.

STATE OF FLORIDA
COUNTY OF ORANGE

SUPPLEMENTAL AFFIDAVIT
OF
CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared W. SCOTT CALLAHAN, Vice President of RUBY RED REALTY CORP., the sole general partner of RUBY RED EQUITIES LIMITED PARTNERSHIP, a Delaware limited partnership (hereinafter referred to as the "Partnership"), of Orange County, Florida, who upon being duly sworn, certified as follows:

1. The amount of the capital contributions to the Partnership made by the limited partners is \$324,000.00.

2. The amount of additional capital contributions anticipated to be contributed by the limited partners is \$0.

FURTHER AFFIANT SAYETH NOT.

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:

RUBY RED REALTY CORP.

Date: 12/30, 1996

By: [Signature]
W. Scott Callahan, Vice President

The foregoing instrument was acknowledged before me this 30th day of December, 1996, by W. SCOTT CALLAHAN, as Vice President of RUBY RED REALTY CORP., a Delaware corporation, on behalf of the corporation. Said person (check one) ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: _____.

Mary B. Davis:
Print Name: MARY B. DAVIS
Notary Public, State of Florida
Commission No.: _____
My Commission Expires: _____



FILED
DEC 31 AM 9:13
CLERK OF DISTRICT COURT
ORANGE COUNTY, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

SUPPLEMENTAL AFFIDAVIT
OF
CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared W. SCOTT CALLAHAN, Vice President of RUBY RED REALTY CORP., the sole general partner of RUBY RED EQUITIES LIMITED PARTNERSHIP, a Delaware limited partnership (hereinafter referred to as the "Partnership"), of Orange County, Florida, who upon being duly sworn, certified as follows:

1. The amount of the capital contributions to the Partnership made by the limited partners is \$324,000.00.
2. The amount of additional capital contributions anticipated to be contributed by the limited partners is \$0.

FURTHER AFFIANT SAYETH NOT.

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:

RUBY RED REALTY CORP.

Date: 12/30, 1996

By: [Signature]
W. Scott Callahan, Vice President

The foregoing instrument was acknowledged before me this 30th day of December, 1996, by W. SCOTT CALLAHAN, as Vice President of RUBY RED REALTY CORP., a Delaware corporation, on behalf of the corporation. Said person (check one) ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: _____

Mary B. Davis:
Print Name: MARY B. DAVIS
Notary Public, State of Florida
Commission No.: _____
My Commission Expires: _____

