

B98000000496



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 913310 4303929

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$122.50

ORDER DATE : August 3, 1998

ORDER TIME : 11:23 AM

ORDER NO. : 913310-010

CUSTOMER NO: 4303929

CUSTOMER: Myrna Golinsky, Legal Asst
Greenberg Traurig
1221 Brickell Avenue
20th Floor
Miami, FL 33131

140.00
CHANGE confirmed
8/3/98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG -4, AM 10:21

FILED

800002605858--8

64840004058

FOREIGN FILINGS

648400040586

NAME: U.S. DEVELOPMENT, LTD.

W48WUW7599

B98-496

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

DIVISION OF CORPORATION

98 AUG -3 PM 2:03

RECEIVED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 3, 1998

BRENDA PHILLIPS
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: U.S. DEVELOPMENT, LTD.
Ref. Number: W98000017599

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG -1, AM 10:22

FILED

We have received your document for U.S. DEVELOPMENT, LTD. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

Before this partnership can be filed, the corporate general partner -- U.S. DEVELOPMENT DENVER CORP. -- must complete its filing in Florida.

ALSO, the total amount required to file and to obtain a CERTIFIED COPY is \$140.00. Please call or write us authorizing a change in the COST LIMIT amount on your cover sheet.

ALSO, there is no certificate REQUIRED FOR THIS filing. Was the CERTIFICATE you have attached supposed to have been sent with the corporate filing?????

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

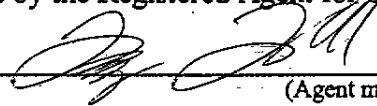
If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 698A00040586

Florida Department of State, Sandra B. Mortham, Secretary of State

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

1. U.S. DEVELOPMENT, LTD.
(Name of limited partnership as it is in the home state)
2. U.S. DEVELOPMENT (DENVER), LTD.
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")
3. COLORADO
(State of Formation)
4. MAY 5, 1998
(Date of Formation)
5. CORPORATE SERVICE COMPANY
(Name of Registered Agent for Service of Process)
6. 1201 HAYS STREET
(Street Address of Registered Office)
TALLAHASSEE, Florida 32301-2607
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.

(Agent must sign on this line)
8. 1201 HAYS ST., TALLAHASSEE, FL 32301
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
U.S. DEVELOPMENT DENVER CORP.
1052 Ocean Drive, Suite 2216
Miami Beach, Florida 33139
10. 1052 Ocean Drive, Suite 2216, Miami Beach, Florida 33139
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

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. _____
1052 Ocean Drive, Suite 2216
MIAMI BEACH, FLORIDA
(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This day of 30th, JULY, 19 98

U.S. DEVELOPMENT DENVER CORP.

General Partner BY: RICHARD LAYFIELD,
PRESIDENT

STATE OF FLORIDA

COUNTY OF MIAMI DADE

On this 30th day of JULY, 19 98, RICHARD LAYFIELD

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

(Notary Public Signature)

(Notary's Printed Name)

Seal

My Commission Expires:

OFFICIAL NOTARY SEAL
JERROLD A WISH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC405851
MY COMMISSION EXP. NOV. 17, 1998

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

U.S. DEVELOPMENT DENVER CORP.

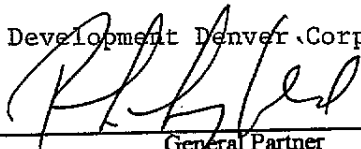
BEFORE ME the undersigned personally appeared BY: RICHARD LAYFIELD, PRESIDENT,
a general partner of U.S. DEVELOPMENT LTD., a (an) COLORADO limited partnership
hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of 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 \$ 100.00.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 30th day of JULY, 19 98.

U.S. Development Denver Corp.



General Partner

By: Richard Layfield, President

FILED
98 AUG -11 AM 10:22
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF MIAMI DADE

On this 30th day of JULY, 19 98, RICHARD LAYFIELD

personally appeared before me,



who is personally known to me



whose identity I proved on the basis of _____


(Notary Public Signature)

Jerrold A. Wish
(Notary's Printed Name)

Seal

My Commission Expires

