

A95000001039

LAW OFFICES

ADRAMS, ANTON, ROBBINS, RESNICK & SCHNEIDER, P.A.

HAYWARD ABRAMS
1916-1992

PAUL B. ANTON
1927-1981

MILTON S. BLAUT *
ALAN B. COHN *
MAURICE M. GARCIA
GENE K. GLASSER *
STANLEY D. GOTTSCHEN *
NANCY L. LA VISTA
SCOTT A. ORTH
JENNIFER E. PRICE
LEONARD ROBBINS
KENNETH A. RUBIN
REUBEN M. SCHNEIDER O X I
PETER N. SIEGEL
JACK P. WEINS
DAVID WEISMAN O
KAREN A. YOUNG

EDWARD B. RESNICK (RET.)

* BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER

O BOARD CERTIFIED REAL ESTATE LAWYER

* MEMBER OF D.C. BAR
* MEMBER OF N.Y. BAR
* MEMBER OF OHIO BAR

2021 TYLEN STREET
POST OFFICE BOX 229010
HOLLYWOOD, FLORIDA 33022-9000

ONE BOCA PLACE * SUITE 411E
2855 OLADES ROAD
BOCA RATON, FLORIDA 33431-7383

TELEPHONES
HOLLYWOOD (305) 921-8800
FAX: (305) 925-7013
BOCA RATON & DELRAY
(407) 994-2212
(407) 994-2772
FAX: (407) 997-8494
NORTH BROWARD (305) 428-9800
MIAMI (305) 940-8440
PALM BEACHES (407) 833-4710

PLEASE REPLY TO:

Hollywood

FILE NO.:

ZZZ-Q-0009

June 14, 1995

VIA CERTIFIED MAIL # Z 361 725 880

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: CFM LTD.

Dear Sir or Madam:

Enclosed for filing please find one original and one copy of the Certificate of Limited Partnership and the Affidavit of Capital Contribution for CFM LTD.. Also enclosed is a check to cover the required filing fee. Please complete the necessary filing and return the certified copy to the undersigned.

Thank you for your prompt attention to this matter. Should you have any questions, please call my Corporate Assistant, Lisa Hirsch at Ext. 132.

Sincerely yours,

Alan B. Cohn

ABC:leh/116435

Enclosures

cc: Mr. Berkeley J. Florian

1495000013050

Name	7/12/95
Availability	dec
Document	
Examination	DCC
Fee	500
Verification	
Witness Statement	Dec
W. P. Verifier	DCC

300001518773
-06/21/95--01025--002
***1837.50 ***1837.50

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JUL 11 AM 10:00
1995

TC
\$1,000,000.00

A95000001039

LAW OFFICES

ADAMS, ANTON, ROBBINS, RESNICK & SCHNEIDER, P.A.

WAYNE D. ADAMS
1919-1997

PAUL B. ANTON
1957-1991

HILTON S. BLAUT
ALAN B. COHN
MAURICE H. GARCIA
GEORGE H. GLASSER
STANLEY D. GOTTRECH
NANCY L. LA VISTA
SCOTT A. GRIM
JENNIFER E. PRICE
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POST OFFICE BOX 229010
HOLLYWOOD, FLORIDA 33022-9000

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FAX (407) 997-8494
NORTH BROWARD (305) 428-9800
MIAMI (305) 940-8440
PALM BEACHES (407) 833-4710

PLEASE REPLY TO:

Hollywood
FILE NO.:
CFMLT-0001

July 6, 1995

VIA CERTIFIED MAIL # Z 361 725 895

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

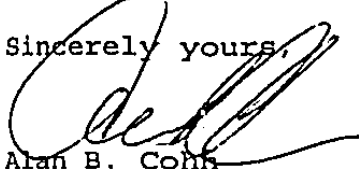
RE: CFM PARTNERS LTD.

Dear Sir or Madam:

Enclosed for filing please find one original and one copy of the amended Certificate of Limited Partnership and Affidavit of Capital Contribution for CFM PARTNERS LTD. Also enclosed is your letter #295A00031374 requesting a change of name. You are already in receipt of our check to cover the required filing fee. Please complete the necessary filing and return the certified copy to the undersigned.

Thank you for your prompt attention to this matter. Should you have any questions, please call my Corporate Assistant, Lisa Hirsch at Ext. 132.

Sincerely yours,


Alan B. Cohn

ABC:leh/119676
Enclosures

cc: Mr. Berkeley J. Florian



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

June 27, 1995

ALAN B. COHN
ABRAMS ANTON ROBBINS RESNICK & SCHNEIDER
P.O. BOX 229010
HOLLYWOOD, FL 33022-9010

SUBJECT: CFM LTD.
Ref. Number: W95000013050

We have received your document for CFM LTD. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

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 (904) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 295A00031374

CERTIFICATE OF LIMITED PARTNERSHIP
OF

CFM PARTNERS LTD.,

a Florida Limited Partnership

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership law, hereby states the following:

1. The name of the partnership is CFM PARTNERS, LTD.
2. The address of the office of the partnership is 1500 Florian Drive, Dania, Florida 33004.
3. The name and address of the agent for service of process on the partnership is ALAN B. COHN, Robbins, Resnick & Schneider, P. A., 2021 Tyler Street, Hollywood, Florida 33022.
4. The name and business address of the General Partner and the mailing address of the partnership are FLORMARWIN, INC., 1500 Florian Drive, Dania, Florida 33004.
5. The latest date upon which the partnership shall dissolve is December 31, 2045.
6. No Limited Partner shall be entitled to withdraw or demand the return of any part of its capital contribution except upon dissolution of the partnership.
7. All annual net profits of the partnership shall be divided among the partners in the same proportions as the

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9950000 49044

partners' then capital accounts unless retained for partnership investments and business activities.

8. There is no priority of any one (1) Limited Partner over another with respect to the contributions or compensation by way of income.

9. A Limited Partner may not demand property other than cash in return for its contributions.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of CFM PARTNERS, LTD., this 12 day of JUNE, 1995.

Witnesses:

GENERAL PARTNER:

FLORMARWIN, INC.

Eugene M. Stein
Ch. B. B. B.

BY:

Berkeley J. Florian
Berkeley J. Florian,
President

FILED
1995 JUN 11 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent for CFM PARTNERS, LTD., Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the

Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:


ALAN B. COIN

880243

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1935 JUL 11 AM 10 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned, personally appeared Berkoley J. Florian, as President of FLORMARWIN, INC., the General Partner of CFM ^{PARTNERS LTD.}, a Florida limited partnership, who, upon being duly sworn, certifies as follows:

The amount of capital contributions partnership made by all of the Limited Partners is as follows:

Real Estate in the amount of \$1,000,000.00

The amount of additional capital contribution anticipated to be contributed by each Limited Partner is as follows:

-0-

FURTHER, AFFIANT SAYETH NAUGHT.

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:

FLORMARWIN, INC.

BY: Berkeley J. Florian

Berkeley J. Florian,
President

FILED
1995 JUL 11 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing Affidavit was subscribed and acknowledged before me by BERKELEY J. FLORIAN, as President of FLORMARWIN, INC., who is personally known to me or who has produced FL drivers license as identification and who did take an oath, on this 12 day of June, 1995.

Judith A. Pugh
Notary Public, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
JUDITH A. PUGH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC04193
MY COMMISSION EXPIRES 12/17/98

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Tallahassee, Florida
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
95 DEC 20 PM 2:46

1. Name of Limited Partnership:
CFM PARTNERS, LTD.

1a. DOCUMENT #
A95000001039

Mailing Address
**1500 FLORIAN DRIVE
DANIA FL 33004**

Principal Office Address
**1500 FLORIAN DRIVE
DANIA FL 33004**

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a.

3. Date formed or Registered to Do Business in
FLORIDA
07/11/1995

3a. Date of Last Report
INITIAL FILING

4. State or Country of Formation
FL

5a. Capital Contributions as Shown
on Record
\$1,000,000.00

5b. Amount of Capital Contributions in
FLORIDA to date
\$1,000,000.00

6. FEI Number
65-0600438

Applied Fee
Not Applicable

7. CERTIFICATE OR STATUS REQUIRED
**\$0.75 Additional Fee required
for a Certificate of Status**

8. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75).
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

**COHN, ALAN B
% ABRAMS ANTON ROBBINS RESNICK & SCHNEIDER
2021 TYLER STREET
HOLLYWOOD FL 33022**

10. If changed, new Registered Agent/Office

Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City
FL Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.102, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with and accept the obligations of section 620.102, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Number)	11b. City, State & Zip Code	11c. Registration/ Document Number
FLORMARWIN, INC.	1500 FLORIAN DRIVE	DANIA FL 33004	P95000049044

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(b), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(b) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

Berkeley T. Florian
BERKELEY T. FLORIAN

DATE

12/18/95

Typed or Printed Name of General Partner Signing Form

Telephone Number **305-922-2233**