

A96000000 778

1201 HAYS STREET

JAN 1996

001 3-90

001 3-01 FAX

800-342-8088

Filed



ACCOUNT NO. : 072100000032

REFERENCE : 927867 4303929

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 140.00

ORDER DATE : April 23, 1996

ORDER TIME : 9:45 AM

000001780780

ORDER NO. : 927867

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 23 PM 3:59

DOMESTIC FILING

NAME: 1233 COLLINS AVENUE, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS:

4/23/96
BK

CERTIFICATE OF LIMITED PARTNERSHIP

OF

1233 COLLINS AVENUE, LTD.

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and §620.108 of the Florida Statutes, the undersigned, being the sole General Partner of 1233 COLLINS AVENUE, LTD., hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is 1233 COLLINS AVENUE, LTD.
2. The business address and the mailing address of the limited partnership is 1330 Ocean Drive, 4th Floor, Miami Beach, Florida 33139.
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is Corporation Service Company.
4. The Florida street address for the registered agent is 1201 Hays Street, Tallahassee, Florida 32301.
5. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of 1233 COLLINS AVENUE, LTD., at the place designated in this Certificate of Limited Partnership of 1233 COLLINS AVENUE, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida law relative to keeping the registered office open.

CORPORATION SERVICE COMPANY

Patricia A. Pizutto
Patricia G. Pizutto,
as Agent for the Registered Agent

Dated: April 23, 1996

6. The name and business address of the general partner is as follows:

1233 Collins Avenue, Inc.
1330 Ocean Drive, 4th Floor
Miami Beach, Florida 33139

P96 000035660

7. The latest date upon which the limited partnership is to dissolve is December, 2046.

IN WITNESS WHEREOF, the Sole General Partner has executed the foregoing Certificate of Limited Partnership on the 22nd day of April, 1996 in accordance with §620.114 of the Florida Statutes.

1233 COLLINS AVENUE, INC., a Florida corporation, General Partner


Richard J. Giusto, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 23 PM 3:59

A F F I D A V I T

THE UNDERSIGNED, constituting the sole general partner of 1233 COLLINS AVENUE, LTD., a Florida Limited Partnership, hereby certifies as follows:

1. The amount of capital contributions to date of the limited partners is \$0.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00.

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.

1233 COLLINS AVENUE, INC., a Florida corporation, General Partner


Richard J. Giusto, Incorporator

1201 HAYS STREET
JALAHASSET, FL 32301
904 222-7701
904 222-0000 FAX

800-342-8086

A 96000 U00778



ACCOUNT NO. : 072100000032
REFERENCE : 933022 4303929
AUTHORIZATION : *Patricia Pzyjot*
COST LIMIT : \$ 105.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 APR 26 PM 4:13

ORDER DATE : April 26, 1996

ORDER TIME : 10:21 AM

ORDER NO. : 933022

CUSTOMER NO: 4303929

500001796035

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: 1233 COLLINS AVENUE, LTD.

RESUBMIT

Please give original submission date as file date.

4/26

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS:

BK

4/26/96

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
1233 COLLINS AVENUE, LTD.

FLORIDA STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 APR 26 PM 4: 13

Pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of 1233 COLLINS AVENUE, LTD. does hereby duly execute and file with the Florida Secretary of State this Certificate of Amendment to Certificate of Limited Partnership.

1. The name of the limited partnership is 1233 COLLINS AVENUE, LTD.
2. The date of filing of the original Certificate of Limited Partnership was April 23, 1996 under Document #A9600000778.
3. This Certificate of Amendment to the Certificate of Limited Partnership is being filed to reflect a name change of the sole general partner, said Articles of Amendment filed with the Florida Secretary of State on April 26, 1996, Document #P96000035660 changing the name from 1233 COLLINS AVENUE, INC. to ISLAND TRADING HOLDINGS, INC.
4. Except as hereby amended, the Certificate of Limited Partnership shall remain the same.

IN WITNESS WHEREOF, the sole General Partner has executed this Certificate of Amendment to Certificate of Limited Partnership on the 25 day of April, 1996.

GENERAL PARTNER:

ISLAND TRADING HOLDINGS, INC.
a Florida corporation, a general partner

BY: *R. Giusto*
Richard J. Giusto, sole Incorporator