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A96000001455



PRESIDENT HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 0721000000032

DIVISION OF CORPORATIONS
REFERENCE : 039755 ATH113343

AUTHORIZATION : *Patricia Puyitt*
COST LIMIT : \$ ~~200~~ 1789.00

96 AUG -2 PM 3:55
DIVISION OF CORPORATIONS
FILED STATEMENTS

ORDER DATE : August 1, 1996
ORDER TIME : 11:17 AM
ORDER NO. : 039755
CUSTOMER NO: 7113343



600001810566

CUSTOMER: Laurence T. Lewitas, Esq
LAURENCE T. LEWITAS, ESQ

11th Floor
89 Fifth Avenue
New York, NY 10003

DOMESTIC FILING

NAME: DHM LTD.

wg 000001810566 20

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

8/2/96

CONTACT PERSON: Clint Fuhrman
EXAMINER'S INITIALS: *BK*

CERTIFICATE OF LIMITED PARTNERSHIP

FILED STATE
SECRETARY OF CORPORATIONS
95-4476-2 PM 3:55

- 1. DEZER HOTEL MANAGEMENT, LTD.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
- 2. 8701 Collins Avenue, Miami Beach, Florida 33154
(Business address of Limited Partnership)
- 3. Neomi Dezertsov
(Name of Registered Agent for Service of Process)
- 4. 8701 Collins Avenue, Miami Beach, Florida 33154
(Florida street address for Registered Agent)
- 5. By: SEE BELOW
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
- 6. 8701 Collins Avenue, Miami Beach, Florida 33154
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2046

8. Name(s) of general partner(s):	Street address:
<u>M & N Hotel Corp.</u>	<u>8701 Collins Avenue, Miami Beach, FL 33154</u>
<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>

296000064958

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 31st day of July, 19 96.

Signature of all general partners:

M & N Hotel Corp. _____
General Partner General Partner

By: Neomi Dezertsov _____
General Partner NEOMI DEZERTSOV TRUS. General Partner
(Also Signing As Registered Agent)
General Partner General Partner

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of DEZER HOTEL MANAGEMENT, LTD.

a Florida Limited Partnership, certify:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG -2 PM 3:55

The amount of capital contributions to date of the limited partners is \$ 500.00

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 1,530,000.00

Signed this 31st day of July, 19 96

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that facts stated herein are true and correct.

M & N Hotel Corp.

By:

Neom Ozertsov
General Partner NEOM OZERTSOV, TRS.

General Partner

General Partner

General Partner