

B95000000003

PROFESSIONAL CORPORATION

Attorneys

Mario A. Romine, J.D.
Admission to the Florida
Bar Pending
305-933-5622

One Turnberry Place
19495 Biscayne Boulevard, Suite 606
North Miami Beach, FL 33180-2320
Telephone: 305-933-5600

Fax: 305-933-2350

December 14, 1994

Via Certified Mail

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED
1994 DEC 19 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Margate ACLF Associates, Ltd. ("the Corporation")

Dear Sir/Madam:

In connection with the above referenced, enclosed please find an original and a copy of the Articles of Merger for the Corporation. The original is for filing and the copy is for you to stamp as filed and return to us in the envelope provided for that purpose. Also enclosed is the Corporation's check no. 1025, in the amount of \$1,785.00, representing the filing fees.

Please address any questions or comments to the undersigned.

Very truly yours,

Mario A. Romine

Mario A. Romine, J.D.
Admission to the Florida
Bar Pending

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-01/05/95--01057--013
***1785.00 ***1785.00

MAR/bz
Enclosures:

1/3/95a
FF - \$1,750.00
R.A - \$ 35.00

Florida Department of State, Jim Smith, Secretary of State

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

FILED
69A DEC 19 PM 3 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Margate ACLF Associates, Ltd.
(Name of limited partnership as it is in the home state;

2. Margate ACLF Associates, Ltd. B95000000003
(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.")

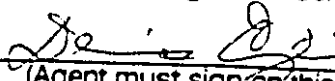
3. Delaware (State of Formation) 4. May 12, 1993 (Date of Formation)

5. Dennis J. Eisinger, Esq.
(Name of Registered Agent for Service of Process)

6. 19495 Biscayne BLVD., Suite 606
(Street Address of Registered Office)

North Miami Beach Florida 33180
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.


(Agent must sign on this line)

8. 32 Loockerman Square, Suite L-100, Dover, Delaware 19901
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

SPECIFIC ADDRESS

Oxford Limited Company,
a Florida corporation

820 Coco Plum Drive
Plantation, Florida

10. 5850 Margate Boulevard, Margate, Florida 33063
(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. 5850 Margate Boulevard, Margate, Florida 33063
(Mailing Address of Limited Partnership)

This 24th day of November, 1994.

By: [Signature]
General Partner Oxford Limited Company, a Florida corporation
by Aaron Genish, President

STATE OF FLORIDA

COUNTY OF DALLAS

THE FOREGOING instrument was acknowledged and sworn to before me this 24th day of November, 1994, by Aaron Genish, President of (Name of General Partner) of Oxford Limited Company (Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

[Signature]
Notary Public

State of FLORIDA at Large

My Commission Expires:

OFFICIAL NOTARY SEAL
DENNIS EISINGER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION No. AA754009
My Commission Exp. March 31, 1994

(SEAL)

FILED
1994 DEC 19 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Oxford Limited Company, a Florida corporation by its President, a general partner of Margate ACLF Associates, Ltd., a (an) Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 675,000.00.

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 675,000.00

This 24th day of November, 1994.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

By: [Signature] General Partner Oxford Limited Company, a Florida corporation
Aaron Genish, President

FILED
1994 DEC 19 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF Florida
COUNTY OF Dade
DATE 11/24/94

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Aaron Genish, President of Oxford Limited Co. (General Partner, known to me and know by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24th day of November, 1994.

[Signature]
Notary Public

Seal

OFFICIAL NOTARY SEAL
DENNIS EISINGER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. AA754009
My Commission Exp. March 31, 1994

State of _____ at Large
My Commission Expires: _____

B9500000003

APPLICATION FOR
REINSTATEMENT
FOR
LIMITED PARTNERSHIP



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

FILED

1995 JUN 16 PM 1:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

DOCUMENT # **B95000000003**

1. Name of Limited Partnership
Margate ACLF Associates, Ltd.

2. Mailing Address 12700 Biscayne Blvd. Suite Apt # etc Suite 202 North Miami, Florida 33181 USA		3. Principal Office Address 5850 Margate Boulevard Suite, Apt #, etc Margate, Florida 33063 USA		4. Date Formed or Registered To Do Business in Florida December 19, 1994	
5. FEI Number 65-0411453		6. CERTIFICATE OF STATUS DESIRED <input type="checkbox"/>		7. State or Country of Formation Delaware	

8a. Capital Contributions as Shown on Record \$675,000.00	FEES: 1.) Filing Fee(s): Computed at a rate of \$7 per \$1,000 on amount entered in 8b, with a minimum filing fee of \$62.50 and a maximum of \$437.50, for each year due this office. 2.) Supplemental Fees: \$136.75 for each year due this office, beginning with 1992 calendar year. 3.) Penalty Fee(s): \$300 penalty fee for each year report form is delinquent! Note: If the amount entered in 8a is greater than amount entered in 8b, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
8b. Amount of Capital Contributions in FLORIDA to date \$675,000.00	

9. Name and Address of Current Registered Agent Dennis J. Eisinger, Esq. 19495 Biscayne Boulevard Suite 606 Aventura, Florida 33180	10. If changed, new registered agent/office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt # etc City FL Zip Code
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10a. Pursuant to the provisions of sections 620 1051 and 620 192, 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 obligation, of section 620 192, Florida Statutes

SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Names of General Partner(s)	Address of Each General Partner (Do NOT Use Post Office Box Numbers)	City State and Zip Code	11a. Registration Document Number
Oxford Limited Company, a Florida corporation	7737 Crenshaw Way	Las Vegas, NV 89129	S 59850

REINSTATEMENT 95
6/20/95aw

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-06/21/95--01061--016
***1076.25 ***1076.25

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

2. 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)(K) Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119 07(3)(A) 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 _____ DATE **April 26, 1995**
By: **Shalom Genish, President** **Shalom Genish**
Printed Name of General Partner Signing Form Telephone Number **c/o (305) 899-1777**