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A95000001685



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SECRETARY OF CORPORATIONS
DIVISION - 9
NOV - 9 PM 1:54

ACCOUNT NO. : 072100000032
REFERENCE : 725319 4656A
AUTHORIZATION :
COST LIMIT : \$ 140.00

Patricia Pyritz

ORDER DATE : November 6, 1995

ORDER TIME : 10:49 AM

ORDER NO. : 725319

CUSTOMER NO: 4656A

600001629586

CUSTOMER: Elizabeth Galvin, Legal Asst
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: THE PALMS 2100 OCEAN
BOULEVARD, LTD.

RECEIVED
NOV 10 1995
11:28 AM

A95000004702

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: Lynne Roberts

EXAMINER'S INITIALS: _____

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ATTORNEYS AT LAW
TRAURIG

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Fernando C. Alonso
Cesar L. Alvarez
Liliana Armas
Daniel H. Atkinson
David C. Ashburn
Charles M. Auslander
James L. Bacchus
Fred W. Baggett
Kerri L. Barsh
Hilarie Bass
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Dale S. Bergman
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Bridget Berry
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William S. Wilson
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Linda G. Worton
Arthur C. Young
Julie A. Zahniser
Robert A. Zinn

Of Counsel

Arnold J. Hoffman
Patricia Menendez Camilo
Ambler H. Moss, Jr.
Patrick T. O'Brien
Allan Salavin
Paul E. Shapiro
H. Allan Shorn
Marc M. Silverman
Julie A. Silverman
Melvin N. Green

95 NOV 6 PM 1:54
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
(11/21/1995)

Elizabeth C. Galvin
305-789-5449

November 3, 1995

Florida Division of Corporations
LIMITED PARTNERSHIP SECTION
P. O. Box 6327
Tallahassee, Florida 32314

RE: THE PALMS 2100 OCEAN BOULEVARD, LTD.

Enclosed herewith are three originals of the **CERTIFICATE OF LIMITED PARTNERSHIP** for the captioned Partnership. Also enclosed is a check in the amount of: \$ 140.00 to cover the cost of the filing and one certified copy. Please stamp the third copy and return all to me

Thank you for your assistance and should anything further be required, please do not hesitate to contact me.

Very truly yours,



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 17, 1995

CSC NETWORKS

The name THE PALMS 2100 OCEAN BOULEVARD INC. has been reserved for 120 days beginning October 17, 1995. The reservation number is R9500004702 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 395A00046781

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE PALMS 2100 OCEAN BOULEVARD, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
NOV - 6 1995

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1995), and §620.108 of the Florida Statutes, the undersigned, being all of the General Partners of THE PALMS 2100 OCEAN BOULEVARD, LTD., hereby duly execute and file with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is THE PALMS 2100 OCEAN BOULEVARD, LTD.
2. The business address and the mailing address of the limited partnership is c/o: NEIL FAIRMAN, 2100 N. Atlantic Boulevard, Ft. Lauderdale, FL 33305.
3. The name of the registered agent for service of process required by §620.105(2) of the Florida Statutes is:

NEIL FAIRMAN

4. The Florida street address for the registered agent is:

**2100 N. Atlantic Boulevard
Ft. Lauderdale, FL 33305**

5. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of THE PALMS 2100 OCEAN BOULEVARD, LTD., at the place designated in this Certificate of Limited Partnership of THE PALMS 2100 OCEAN BOULEVARD, 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.


NEIL FAIRMAN, Registered Agent

Dated: November 2, 1995.

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

**PLAZA PROPERTIES GROUP, INC.
2100 N. Atlantic Boulevard
Ft. Lauderdale, FL 33305**

K74912

7: The latest date upon which the limited partnership is to dissolve is December 31, 2045.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct and I hereby execute this Certificate of Limited Partnership on the 3rd day of November 1995 in accordance with §620.114(3) of the Florida Statutes.

GENERAL PARTNER:

PLAZA PROPERTIES GROUP, INC., a Florida corporation, general partner

BY:


NEIL FAIRMAN, President

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SECRETARY OF STATE
CORPORATIONS
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AFFIDAVIT

THE UNDERSIGNED, constituting all of the general partners of **THE PALMS 2100 OCEAN BOULEVARD, LTD.**, a Florida Limited Partnership, hereby certify as follows:

1. The amount of capital contributions to date of the limited partners is \$ -0-.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ -0-.


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.

GENERAL PARTNER:

PLAZA PROPERTIES GROUP, INC., a Florida corporation, general partner

BY:


NEIL FAIRMAN, President

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

LIMITED PARTNERSHIP
ANNUAL REPORT
1995

FLORIDA DEPARTMENT OF STATE

A95000001685

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 NOV 29 PM 1:20

1. Name of Limited Partnership
1a. DOCUMENT #
A95000001685

THE PALMS 2100 OCEAN BOULEVARD, LTD.

DO NOT WRITE IN THIS SPACE

2. New Mailing Address, If Applicable
Sute, Apt #, etc
400001654284
City, State & Zip
-12/06/95--01050--001
******191.25 ****191.25**
2a. New Principal Office Address, If Applicable
Sute, Apt #, etc
City, State & Zip

Mailing Address
**2100 N. Atlantic Blvd.
Ft. Lauderdale, FL
33305**

Principal Office Address
****SAME****

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 11-06-95

3a. Date of Last Report
NONE FILED

4. State or Country of Formation
FLORIDA

5a. Capital Contributions as Shown on Record
\$-0-

5b. Amount of Capital Contributions in FLORIDA to date
\$-0-

6. FEI Number
 Applied For
 Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

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
**NEIL FAIRMAN
2100 N. Atlantic Boulevard
Ft. Lauderdale, FL 33305**

10. If changed, new Registered Agent/Office
Name
Street Address (P.O. Box Number is Not Acceptable)
Sute, Apt #, etc
City
FL Zip Code

10a. Pursuant to the provisions of section 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 obligations 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. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/Document Number
PLAZA PROPERTIES GROUP, INC.	201 S. Biscayne Blvd. 2100 N. Atlantic Blvd. AR 52.50 SUP 138.75 <hr/> 191.25	Miami, FL 33131 Ft. Lauderdale, FL 33305 BKC 11/29/95	K74912

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)(k) Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) 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.
PLAZA PROPERTIES GROUP, INC., general partner
BY: Neil Fairman, President

SIGNATURE _____ DATE _____
Typed or Printed Name of General Partner Signing Form **Neil Fairman, President** Telephone Number **(305) 630-8881**

CR2E003 (6/95)