

19500002018



ACCOUNT NO. : 072100000032

REFERENCE : 780716 8437A

AUTHORIZATION :

COST LIMIT : * PREPAID

***1846.25 ***1846.25
600001670356
-12/26/95--01036--001
***1846.25 ***1846.25

ORDER DATE : December 22, 1995
ORDER TIME : 10:36 AM
ORDER NO. : 780716
CUSTOMER NO: 8437A

CUSTOMER: Rebecca M. Miller, esq
BAUR MILLER & WEBNER, PA
21st Floor New World Tower
100 North Biscayne Boulevard
Miami, FL 33132

FILED
95 DEC 22 PM 3: 23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
95 DEC 22 PM 12: 17
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: FLORIDA RESORT MANAGEMENT, LTD

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: Carina L. Dunlap

EXAMINER'S INITIALS:

cc of cus
FF - \$1,750.00
RA - \$ 35.00
CC \$ 52.50
cus \$ 8.75

12-22-95a

A95000002018

FILED

**CERTIFICATE OF LIMITED PARTNERSHIP
FOR
FLORIDA RESORT MANAGEMENT, LTD.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEC 22 PM 3:24

The undersigned, desiring to form a limited partnership under the laws of the State of Florida, certifies as follows:

1. Name of Limited Partnership. The name of the Limited Partnership is Florida Resort Management, Ltd.

2. Office for Maintenance of Business Records. The address of the office at which the records of Florida Resort Management, Ltd., will be kept, as required by Section 620.106 of the Florida Statutes is 100 North Biscayne Boulevard, 21st Floor, Miami, Florida 33132, Att.: Rebecca M. Miller.

3. Agent for Service of Process. The name and address of the agent for service of process in Florida for Florida Resort Management, Ltd., is Rebecca M. Miller, Esq., at 100 North Biscayne Boulevard, 21st Floor, Miami, Florida 33132.

4. General Partner. The name and business address of the sole general partner for this Limited Partnership is as follows:

<u>Name</u>	<u>Business Address</u>
Florida Resort, Inc.	100 North Biscayne Boulevard 21st Floor Miami, Florida 33132.

5. Address of Limited Partnership. The mailing address for this Limited Partnership is 100 North Biscayne Boulevard, 21st Floor, Miami, Florida 33132, Att.: Rebecca M. Miller.

6. Date of Dissolution. The latest date on which the Limited Partnership is to dissolve is 2077.

7. Facsimile signatures. Telefaxed or facsimile counterparts of any document or agreement required or permitted in connection with the operation or management of the Limited Partnership shall be considered for all purposes as originals.

IN WITNESS WHEREOF, the undersigned as President of Florida Resort Corporation, a Florida corporation, which corporation is the sole general partner of Florida Resort Management, Ltd., a Florida limited partnership, has executed this Certificate of Limited Partnership for the uses and purposes as stated herein.

Dated effective as of this 21st day of December, 1995.

FLORIDA RESORT INC., a Florida corporation, General Partner

By: Hans-Joachim Krause
HANS-JOACHIM KRAUSE, President

(SEAL)

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 21st day of December, 1995, by HANS-JOACHIM KRAUSE, as President of Florida Resort Inc., a Florida corporation, in said corporation's capacity as the sole General Partner of Florida Resort Management, Ltd., on behalf of said limited partnership. He is personally known to me or has produced _____ as identification and did not take an oath.

Helga E. Buffington
NOTARY PUBLIC, State of Florida
at Large (SEAL)

My commission expires:

OFFICIAL NOTARY SEAL
HELGA E BUFFINGTON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC444767
MY COMMISSION EXP. APR. 26, 1999

FILED
95 DEC 22 PM 3:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, REBECCA M. MILLER, having been named as registered agent to accept service of process for FLORIDA RESORT MANAGEMENT, LTD., a Florida limited partnership, at the registered office designated in the Certificate of Limited Partnership, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 620.192, Florida Statutes.

DATED this 21st day of December, 1995.


REBECCA M. MILLER

FILED
95 DEC 22 PM 3:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED
55 DEC 22 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, the sole general partner of Florida Resort Management, Ltd., declares that the capital contributions of the limited partners in the partnership are as follows:

1. The limited partners have made capital contributions in the amount of \$450,000.00.

2. It is anticipated that the limited partners will make additional capital contributions in the amount of \$8,550,000.00.

IN WITNESS WHEREOF, the undersigned as sole general partner of Florida Resort Management, Ltd. has executed this Affidavit of Capital Contributions as of this 21st day of December, 1995.

Florida Resort, Inc., a
Florida corporation, General Partner

By: Hans-Joachim Krause
Hans-Joachim Krause, President

(SEAL)

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 21st day of December, 1995, by HANS-JOACHIM KRAUSE, as President of Florida Resort Inc., a Florida corporation, in said corporation's capacity as the sole General Partner of Florida Resort Management, Ltd., on behalf of said limited partnership. He is personally known to me or has produced _____ as identification and did take an oath.

Helga E. Buffington
NOTARY PUBLIC, State of Florida

at Large (SEAL)

My commission expires:

OFFICIAL NOTARY SEAL
HELGA E BUFFINGTON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC444767
MY COMMISSION EXP. APR. 26, 1999

**FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$600 PENALTY FEE**

**LIMITED PARTNERSHIP
ANNUAL REPORT
1996**



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

FILED

96 JAN 12 PH 2:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership

Florida Resort Management, Ltd.

1a. DOCUMENT #

A950002018

DO NOT WRITE IN THIS SPACE

Mailing Address

100 N. Biscayne Boulevard
21st Floor
Miami, Florida 33132

Principal Office Address

Same

2. New Mailing Address, If Applicable

Suite Apt # etc

000001689540

City, State & Zip

-01/16/96--01044--018

****585.00 ****585.00

2a. New Principal Office Address, If Applicable

Suite Apt # etc

City, State & Zip

3. Date Formed or Registered to Do Business in
FLORIDA
December 22, 1995

3a. Date of Last Report

N/A

4. State or Country of Formation

Florida

5a. Capital Contributions as Shown
in Record
\$ 8,550.00
~~\$9,000,000.00~~

5b. Amount of Capital Contributions in
FLORIDA in date
\$ 8,550.00
~~\$9,000,000.00~~

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

Rebecca M. Miller, Esq.
c/o Baur, Miller & Weber, P.A.
100 N. Biscayne Boulevard - 21st Floor
Miami, Florida 33132

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 620.192, 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)

Florida Resort, Inc.

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

100 N. Biscayne Blvd.

11b. City, State & Zip Code

Miami, Florida 33132

11c. Registration Document Number

P95000096194

CR2E03 (6/95)

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.

FLORIDA RESORT, INC., GENERAL PARTNER

SIGNATURE

By: Hans-Joachim Krause,
President

Hans-Joachim Krause

DATE January 5, 1996

Telephone Number (305) 377-3561

Typed or Printed Name of Signing Form