A24131

LAW OFFICES
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1541 SUNSET DRIVE
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RICHARD J. HORWICH
IRA ZAGER
MITCHELL A. HORWICH
FRANCINE HORWICH

June 30, 2000

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

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

200003322482--3
-07/06/00--01096--001
*****33.75 *****33.75

IN RE: Azalea Plaza, Ltd.

A24131

Gentlemen:

We file herewith Statement of Qualification for Florida Limited Liability Limited Partnership, together with a check of the partnership to the Florida Department of State in the amount of $33.75 to cover the following:

Filing Fee	$25.00
Certificate of Status	8.75
Total	$33.75

Please forward the Certificate of Status to the undersigned rather than to the partnership.

Please call the undersigned if there is any question or further requirement.

Very truly yours

RICHARD J. HORWICH

RJH/adf
Enclosure

cc: Kathryn R. Posten, C.P.A. (w/encl.)

FILED
00 JUL 10 PM 2:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WC 7/13

STATEMENT OF QUALIFICATION FOR FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP

1. The name of the limited partnership as identified in the records of the Florida Department of State:
AZALEA PLAZA, LTD.

Insert limited partnership's Florida document number: A 24131
or
Attach certificate of limited partnership, affidavit of capital contributions and applicable limited partnership filing fees.

2. Suffix adopted for the above named partnership: LLLP
("Registered Limited Liability Partnership," "Limited Liability Partnership," "R.L.L.P.," "L.L.P.," "RLLP," or "LLP")

3. The street address of its chief executive office: (no change)
(if different from current recorded address):

4. The street address of principal office in Florida: (no change)
(if different from above)

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00 JUL 10 PM 2:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

5. The limited partnership hereby elects to be a limited liability limited partnership.

6. The effective date of this filing shall be:
X as of the date this document is filed with the Florida Secretary of State
or
___ a date later than the time of filing: _____.

7. The name and Florida street address of the partnership's agent for service of process:
Paul Oxley
1541 Brickell Avenue Apt. A 401
Miami, Florida 33129

The execution of this statement as a partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Signed this 30 day of June, ~~19~~ 2000.

Signature of TWO Partners: Cape Fear Company, by its president: Paul Oxley
Bermuda Company, by its president: Paul Oxley

Typed or printed names of partners signing above: Paul Oxley
Paul Oxley

Filing Fee: $25.00
Certified Copy (optional): $52.50
Certificate of Status (optional): $8.75

INHS66(6/99)