

APPLICATION FOR REINSTATEMENT FOR LIMITED PARTNERSHIP

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

A 28331

FILED
97 MAR -4 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DO NOT WRITE IN THIS SPACE

DOCUMENT # **A 28331**
1. Name of Limited Partnership:
RAFAEL RESORT INVESTORS, L.P.

2. Mailing Address:
C/O RAFAEL HOTELS LTD, USA
Suite, Apt. #, etc.
126 EAST 36TH Street
City & State:
NEW YORK, NY
Zip: **10016** Country: **U.S.A.**

3. Principal Office Address
Suite, Apt. #, etc.
City & State:
Zip: Country:

4. Date Formed or Registered To Do Business in Florida: **MAY 15, 1989**

5. FEI Number: **13-3504865**

6. CERTIFICATE OF STATUS DESIRED **SB 75** Additional Fee required for a Certificate of Status

7. State or Country of Formation: **DELAWARE**

8a. Capital Contributions in Foreign Currency: **21,382,309.20**

8b. Amount of Capital Contributions in FLORIDA to date: **38,321,169.-**

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 \$52.50 and a maximum of \$437.50, for each year due this office
2.) Supplemental Fee(s): \$138.75 for each year due this office, beginning with 1992 calendar year.
3.) Penalty Fee(s): \$500 penalty fee for each year report form is delinquent

Note: If the amount entered in 8b is greater than amount entered in 8a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.

9. Name and Address of Current Registered Agent:
CSC / PRENTICE HALL
P.O. Box 591
WILMINGTON, DE 19899-0591

10. If changed, new registered agent/office:
Name: **Corporation Service Company**
Street Address (P.O. Box Number is Not Acceptable): **1201 Hays Street**
Suite, Apt. #, etc.:
City: **Tallahassee** Zip Code: **FL 32301**

10a. Pursuant to the provisions of sections 620.1951 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): **Opie D. Roberts** DATE: **1/13/97**

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							
RESORT INVESTORS LIMITED Inc.	C/O RAFAEL HOTELS LTD 126 E. 36TH Street	NEW YORK, NY 10016	F 93-5809							
<table border="0"> <tr> <td>95 500</td> <td>541.25</td> <td rowspan="3">} new bus</td> </tr> <tr> <td>96 500</td> <td>541.25</td> </tr> <tr> <td>97 500</td> <td>541.25</td> </tr> </table>	95 500	541.25	} new bus	96 500	541.25	97 500	541.25			000002104900--2 -03/05/97--01059--019 ***3123.75 ***3123.75 REINSTATEMENT 95-97 dec
95 500	541.25	} new bus								
96 500	541.25									
97 500	541.25									

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.

SIGNATURE: **J. Grafe** DATE: **1/8/97**
 Typed or Printed Name of General Partner Signing Form: **JONS GRAFE, DIRECTOR
RESORT INVESTORS LIMITED** Telephone Number: **212/686-0535**

CR2E039 (4/95)