

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0193 FAX

800-342-8086

CSC networks

A95000000207

MAIL TO:
P.O. BOX 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 541550 5535A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 10, 1995

ORDER TIME : 10:33 AM

ORDER NO. : 541550

CUSTOMER NO: 5535A

CUSTOMER: Peggy Marinelli, Legal Asst
COHEN BERKE BERNSTEIN BRODIE
KONDELL & LASZLO, P.A.
19th Floor
2601 South Bayshore Drive
Miami, FL 33133

G. TAX _____
FILING 17.50.00
AGENT FEE 35.00
COPY 52.50
TOTAL 1837.50
BANK _____
BALANCE DUE _____
REFUND _____

DOMESTIC FILING

NAME: VINTAGE/BALLENISLES, LTD.

000001404580
-02/13/95--01050--011
***1837.50 ***1837.50

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol J. Davis

EXAMINER'S INITIALS:

2/10/95
B/K

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 FEB 10 PM 12:00

RECEIVED
95 FEB 10 PM 11:19
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP OF
VINTAGE/BALLENISLES, LTD.,
a Florida limited partnership**

The undersigned, as the sole general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620 of the Florida Statutes, hereby states the following:

ARTICLE I.

Name of the Limited Partnership

The name of the Limited Partnership is as follows:

VINTAGE/BALLENISLES, LTD.

ARTICLE II.

Address of the Limited Partnership

The address of the office of the Limited Partnership is as follows:

5752 VINTAGE OAKS CIRCLE
DELRAY BEACH, FL. 33484

ARTICLE III.

Registered Agent and Registered Office

The name and address of the agent for service of process on the Limited Partnership is as follows:

COBER CORPORATE AGENTS, INC.
2601 South Bayshore Drive
19th Floor
Miami, Florida 33133.

ARTICLE IV.

General Partner

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

AZA/BALLENISLES, INC.
5752 VINTAGE OAKS CIRCLE
DELRAY BEACH, FL. 33484

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 10 PM 12:00

P95000010557

ARTICLE V.
Mailing Address of the Limited Partnership

The mailing address of the Limited Partnership is as follows:

5752 VINTAGE OAKS CIRCLE
DELRAY BEACH, FL. 33484

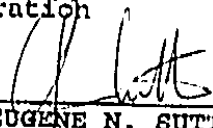
ARTICLE VI.
Term of the Limited Partnership

The term for which the Limited Partnership is to exist is until December 31, 2035, unless sooner dissolved by written consent.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole general partner of VINTAGE/BALLENISLES, LTD. this 5th day of February, 1995.

General Partner:

AZA/BALLENISLES, INC., a Florida corporation

By: 

EUGENE N. SUTTIN, President

95 FEB 10 PM 12:01
SECRET
FBI - MIAMI

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

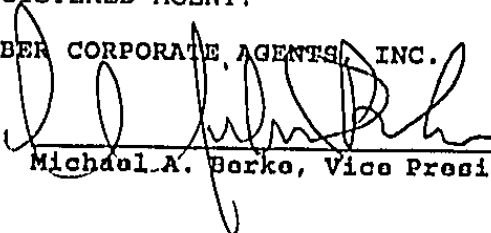
Having been named as registered agent for VINTAGE/BALLENISLES, LTD., a Florida limited partnership (the "Limited Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Limited Partnership, hereby agree to accept service of process for the Limited Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

February 2nd, 1995.

REGISTERED AGENT:

COBER CORPORATE AGENTS, INC.

By


Michael A. Berko, Vice President

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 FEB 10 PM 12:01

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The undersigned, EUGENE N. SUTTIN, President
AZA/BALLENISLES, INC., a Florida corporation, being first duly
sworn, certifies as follows:

1. The undersigned is the sole general partner of
VINTAGE/BALLENISLES, LTD., a Florida limited partnership,
hereinafter referred to as the "Limited Partnership".

2. The amount of capital contributions to the Limited
Partnership made by the Limited Partners is: \$-0-

3. The amount of capital contribution anticipated to be
contributed by the Limited Partners is \$750,000.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury the undersigned declares that he
has read the foregoing and the facts alleged are true, to the best
of his knowledge and belief.

General Partner

AZA/BALLENISLES, INC., a Florida
corporation

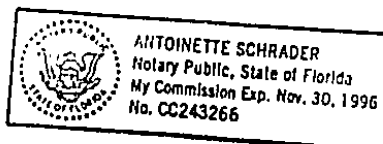
By: *E. N. Suttin*
EUGENE N. SUTTIN, President

SWORN TO AND SUBSCRIBED before me this 8th day of February,
1995, by EUGENE N. SUTTIN, President of AZA/BALLENISLES, INC., a
Florida corporation, as General Partner for VINTAGE/BALLENISLES,
LTD., a Florida limited partnership, who is personally known to me.

Signature: *Antoinette Schrader*
Print Name: Antoinette Schrader

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: Nov. 30, 1996



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

**LIMITED PARTNERSHIP
ANNUAL REPORT
1996**



FLORIDA DEPARTMENT OF STATE
Gordon M. Nathan
Secretary of State
DIVISION OF CORPORATIONS

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 26 PM 12:04**

LC 1/2/96

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

1a. DOCUMENT #
A95000000207

VINTAGE/BALLENISLES, LTD.

Mailing Address

**5752 VINTAGE OAKS CIRCLE
DELRAY BEACH FL 33484**

Principal Office Address

**5752 VINTAGE OAKS CIRCLE
DELRAY BEACH FL 33484**

If above addresses are incorrect in any way, file through this office information and enter correct address in Block 2 and/or 2a.

3. Date Form or Registered in Do Business in
FLORIDA
02/10/1995

3a. Date of Last Report

4. State or Country of Formation
FL

5a. Capital Contributions as Shown on Record
\$750,000.00

5b. Amount of Capital Contributions in FLORIDA to date

6. FID Number

65-056240

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

\$8.75 Additional Fee required for a Certificate of Status

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 607.103, 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

**COBER CORPORATE AGENTS, INC.
2601 SOUTH BAYSHORE DRIVE, 19TH FLOOR
MIAMI FL 33133**

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

State Apt. #, etc.

City

Zip Code

FL

10a. Pursuant to the provisions of sections 620.1051 and 620.102, 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 620.102, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

AZA/BALLENISLES, INC.

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

5752 VINTAGE OAKS CIR

11b. City, State & Zip Code

DELRAY BEACH FL 33484

11c. Registration/Document Number

P95000010557

**700001677527
-01/03/96--01127--003
***576.25 ***576.25**

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)(b), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(1)(b) 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 by or for each partner. 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

[Signature]

DATE

12/11/95

Typed or Printed Name of General Partner Signing Form

Gene Sutton

Telephone Number

407-466-7879

CR2E003 (6/95)