

# A95000000237

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

95 FEB 17 PM 12:25

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. AMERICAS CENTER, LTD.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time \_\_\_\_\_

☒ Certified Copy

☐ Mail out ☒ Will wait ☐ Photocopy

☐ Certificate of Status

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS               |                                       |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment                             |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent            |
| <input type="checkbox"/> | Dissolution/Withdrawal                |
| <input type="checkbox"/> | Merger                                |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION      |                     |
|-------------------------------------|---------------------|
| <input type="checkbox"/>            | Foreign             |
| <input checked="" type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/>            | Reinstatement       |
| <input type="checkbox"/>            | Trademark           |
| <input type="checkbox"/>            | Other               |

File 9<sup>th</sup>  
\$1750 F.P.  
\$250-CC  
8.75-CUS

A95000000237

400001409764  
-02/20/95--01013--004  
\*\*\*1846.25 \*\*\*1846.25

Examiner's Initials

**CERTIFICATE OF LIMITED PARTNERSHIP  
AMERICAS CENTER, LTD.  
A FLORIDA LIMITED PARTNERSHIP**

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.101, et seq. of the Florida Statutes, hereby states the following:

1. The name of the Limited Partnership is AMERICAS CENTER, LTD.
2. The address of the office and the name and address of the agent for service of process as required by Florida Statutes Section 620.105, is Johnny L. Winton 150 Southeast 2nd Avenue, Suite 300 Miami, Florida 33131.
3. The name and business address of the Sole General Partner is as follows:  
C.W.S. Capital Management II, Inc. 150 Southeast 2nd Avenue Suite 300  
Miami, FL 33131
4. The mailing address of the Limited Partnership is 150 Southeast 2nd Avenue Suite 300 Miami, Florida 33131.
5. The latest date upon which the Limited Partnership shall dissolve is December 31, 2035.
6. 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.

This Certificate of Limited Partnership has been executed by the Sole General Partner of AMERICAS CENTER, LTD., a Florida Limited Partnership, this 16 day of February, 1995.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 FEB 17 PM 2:26

145-13687

AMERICAS CENTER, LTD., a  
a Florida Limited Partnership

SOLE GENERAL PARTNER  
C.W.S. Capital Management II,  
Inc., a Florida Corporation

BY: J. L. Winton  
Johnny L. Winton, Vice President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for AMERICAS CENTER, LTD., a Florida  
limited partnership in the foregoing Certificate of Limited Partnership, I, on behalf of the  
Limited Partnership, hereby agree to accept service of process for said Limited Partnership  
and to comply with any and all Florida Statutes relative to the complete and proper  
performance of the duties of registered agent.

REGISTERED AGENT:

BY: J. L. Winton  
Johnny L. Winton

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 FEB 17 PM 12:26

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF DADE       )

BEFORE ME, the undersigned personally appeared JOHNNY L WINTON, Vice President of the Sole Corporate general partner of AMERICAS CENTER, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", whose mailing address is 150 Southeast 2nd Avenue Suite 300 Miami, Florida 33131, who upon being duly sworn, certifies as follows:

1. The amount of capital contributions to the Partnership made by each limited partner are as follows:

|                                   |            |
|-----------------------------------|------------|
| Ocean States Mortgage Corporation | \$1,000.00 |
| A Florida Corporation             |            |
| Johnny L. Winton                  | 1,000.00   |
| William R. Harrison               | 1,000.00   |

2. The amount of additional capital contributions anticipated to be contributed by each limited partner are as follows:

|                                   |                |
|-----------------------------------|----------------|
| Ocean States Mortgage Corporation | \$1,399,000.00 |
| A Florida Corporation             |                |
| Johnny L. Winton                  | 24,000.00      |
| William R. Harrison               | 24,000.00      |

3. The total amount of capital contributions made or anticipated to be made by the limited partners is \$1,450,000.00.

4. 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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 FEB 17 PM 12:26

FURTHER AFFIANT SAYETH NAUGHT.

AMERICAS CENTER, LTD. a  
Florida limited partnership

SOLE GENERAL PARTNER:

C.W.S. CAPITAL MANAGEMENT II, INC.

BY: [Signature]  
JOHNNY L. WINTON, VICE PRESIDENT

Date: 2-16-95

SWORN AND SUBSCRIBED TO BEFORE ME, this 16th day of  
FEBRUARY, 1995, who is personally known to me.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FEB 17 PM 12:26

[Signature]  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My Commission Expires

KATHY DARRERA  
Notary Public, State of Florida  
My Comm. expires Sept 27, 1997  
No. GC318901

(NOTARY SEAL)

SALVER & MUSSMAN, P. A.  
ATTORNEYS AT LAW  
5881 N.W. 151st Street  
Suite 101  
Miami Lakes, Florida 33014

Paul Salver  
Jay D. Mussman

June 30, 1995

A95000000237

9000001535139  
-07/11/95--01107--020  
\*\*\*\*755.50 \*\*\*\*755.50

Department of State  
Limited Partnership Section  
Attention: Nanette  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
95 JUL -7 11 13 58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Americas Center, Ltd. a Florida Limited Partnership  
Amended and Restated Affidavit of Capital Contributions


Dear Nanette:

In furtherance of our recent telephone discussion, enclosed herewith please find the following in connection with the above matter:

1. Two original Amended and Restated Affidavit of Capital Contributions-kindly file same and return a filed copy to my attention in the envelope provided;
2. Check in the amount of \$755.50 made payable to the Department of State reflecting the filing fee of \$55.50 and the increase in the capital contribution of \$100,000 from the prior Affidavit resulting in an additional fee of \$700.

Should you have any questions, please do not hesitate to contact me. Thank you for your personal attention to this matter.

Very truly yours,  
Salver & Mussman, P.A.

  
Jay D. Mussman, Esq.

JDM/df

Enclosures

*Inc. to \$1,550,000.  
was 1,450,000.00*

|                   |         |
|-------------------|---------|
| Name              | A95-237 |
| Availibility      |         |
| Document Examiner | NJC     |
| Updater           | NJC     |
| Updater Verifier  | NJC     |
| Acknowledgement   | NJC     |
| W. P. Verifier    | NJC     |

**AMENDED AND RESTATED**  
**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF DADE       )

BEFORE ME, the undersigned personally appeared JOHNNY L WINTON, Vice President of the Sole Corporate general partner of AMERICAS CENTER, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", whose mailing address is 150 Southeast 2nd Avenue Suite 300 Miami, Florida 33131, who upon being duly sworn, certifies as follows:

1. The amount of capital contributions to the Partnership made by each limited partner are as follows:

|                                   |            |
|-----------------------------------|------------|
| Ocean States Mortgage Corporation | \$1,000.00 |
| A Florida Corporation             |            |
| Johnny L. Winton                  | 1,000.00   |

2. The amount of additional capital contributions anticipated to be contributed by each limited partner are as follows:

|                                   |                |
|-----------------------------------|----------------|
| Ocean States Mortgage Corporation | \$1,524,000.00 |
| A Florida Corporation             |                |
| Johnny L. Winton                  | 24,000.00      |

3. The total amount of capital contributions made or anticipated to be made by the limited partners is \$1,550,000.00.

4. 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.

FURTHER AFFIANT SAYETH NAUGHT.

AMERICAS CENTER, LTD. a  
Florida limited partnership

SOLE GENERAL PARTNER:

C.W.S. CAPITAL MANAGEMENT II, INC.

BY: Johnny L. Winton  
JOHNNY L. WINTON, VICE PRESIDENT

Date: 6/23/95

SWORN AND SUBSCRIBED TO BEFORE ME, this 23rd day of  
June, 1995, who is personally known to me.

Kathy Barrera  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My Commission Expires

(NOTARY SEAL)

KATHY BARRERA  
Notary Public, State of Florida  
My Comm. expires Sept 27, 1997  
No. CC318901

FILED  
95 JUL -7 AM 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**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  
Serving the citizens  
of the State of Florida  
DIVISION OF CORPORATIONS

1. Name of Limited Partnership  
**AMERICAS CENTER, LTD.**

1a. DOCUMENT #  
**A95000000237**

**AMERICAS CENTER, LTD.**

Mailing Address  
**150 SOUTHEAST 2ND AVENUE  
SUITE 300  
MIAMI FL 33131**

Principal Office Address  
**150 SOUTHEAST 2ND AVENUE  
SUITE 300  
MIAMI FL 33131**

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

3. Date Form F-1 or Registered in the Bookwork at  
**FLORIDA 02/17/1995**

3a. Date of Last Report

4. State or Country of Formation  
**FL**

5a. Capital Contributions as Shown on Record  
**\$1,550,000.00**

5b. Amount of Capital Contributions in  
FLORIDA to date  
**1,550,000.00**

6. FEI Number  
**65-0556167**

7. CERTIFICATE OF STATUS REQUIRED  
Applied For  
Not Applicable

8. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5a or 5b if 5a 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 5a is greater than amount entered in 5b, 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  
**WINTON, JOHNNY L  
150 SOUTHEAST 2ND AVENUE  
SUITE 300  
MIAMI FL 33131**

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 620.105(1) 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)   | 11a. Address of Each General Partner<br>(Do Not Use Post Office Box Number) | 11b. City, State & Zip Code | 11c. Registration<br>Document Number |
|-------------------------------------|---|-----------------------------|--------------------------------------|
| <b>C.W.S. CAPITAL MANAGEMENT II</b> | <b>150 SOUTHEAST 2ND AVE</b>  | <b>MIAMI FL 33131</b>       | <b>P95000013687</b>                  |

**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, partner or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE  
**(305) 373-2164**

DATE  
**10/12/95**

**DAVID F. COX, JR. PRES. CWS CAPITAL MANAGEMENT II, INC.**

Telephone Number