Corporation Information
Services, Inc.
1201 Hays Street
Tallahassee, FL 32301
904-222-9171
904-222-0191 FAX

800-342-8086

A95000000257

csc networks

Mail To:
P.O. Box 5028
Tallahassee, FL 32314

ACCOUNT NO. : 072100000002

REFERENCE : 547503 3867E

AUTHORIZATION :

COST LIMIT : 9 PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 23 PM 12:18

BANG 175.00
AGENT FEE 35.00
COPY 52.50
TOTAL 1837.50
N. BANK
BALANCE DUE
REFUND

ORDER DATE : February 23, 1995

ORDER TIME : 9:30 AM

ORDER NO. : 547503

CUSTOMER NO: 3867E

CUSTOMER: Barbara Frayle, Legal Asst
WEIL GOTSHAL & MANGES

Suite 2100
701 Brickell Avenue
Miami, FL 33131

This has been reserved previously by my client R95000000257 Call if any questions. Thanks. Carina.

800001418438
-03/01/95--01059--005
***1750.00 ***1750.00

DOMESTIC FILING

RUSH WILL WAIT

NAME: AMERICANO BEACH RESORT
LIMITED PARTNERSHIP

RUSH WILL WAIT

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SECRETARY OF STATE
DIVISION OF CORPORATION
95 FEB 23 PM 12:17

____ ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

2/23/95

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: BK

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-03/01/95--01059--006
*****87.50 *****87.50

CERTIFICATE OF LIMITED PARTNERSHIP
OF
AMERICANO BEACH RESORT LIMITED PARTNERSHIP

Pursuant to Florida Statutes § 620.108, the undersigned, being the sole General Partner of **AMERICANO BEACH RESORT LIMITED PARTNERSHIP**, a Florida limited partnership (the "Partnership"), hereby executes this Certificate as of this 22nd day February, 1995, and hereby affirms, under the penalty of perjury, that the facts stated hereinbelow are true:

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DIVISION OF CORPORATIONS
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I. NAME. The name of the Partnership is:

AMERICANO BEACH RESORT
LIMITED PARTNERSHIP

II. ADDRESS. The office and mailing address where records of the Partnership shall be maintained in accordance with Florida Statutes § 620.106 is:

1260 North Atlantic Avenue
Daytona Beach, Florida 32118

III. AGENT FOR SERVICE OF PROCESS. The name and address of the agent for service of process on the Partnership required to be maintained in accordance with Florida Statutes § 620.105 is:

Marsha G. Madorsky
2665 South Bayshore Drive
Miami, Florida 33133

IV. NAME AND ADDRESS OF THE GENERAL PARTNER. The name and business address of the sole general partner of the Partnership is:

MAMMES, INC.
c/o Marsha G. Madorsky
2665 South Bayshore Drive
Miami, FL 33133

P95000013991

V. MAILING ADDRESS OF THE PARTNERSHIP. The mailing address of the Partnership is:

1260 North Atlantic Avenue
Daytona Beach, Florida 32118

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VI. DISSOLUTION DATE. The latest date on which the Partnership is to dissolve is December 31, 2010.

VII. CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS. An affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners is attached hereto.

THE UNDERSIGNED DOES HEREBY CERTIFY that the contents of the foregoing Certificate of Limited Partnership are true and correct.

MAMMES, INC., a Florida corporation

By: _____
Name: Marsha G. Madorsky
Title: President

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TALLAHASSEE, FLORIDA
95 FEB 23 PM 12:19

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Marsha G. Madorsky, President of MAMMES, Inc., a Florida corporation and sole General Partner of Americano Beach Resort Limited Partnership (the "Partnership"), having an address at 1260 North Atlantic Avenue, Daytona Beach, Florida 32118, (the "Affiant") who being duly sworn by me on oath certifies as follows:

1. The amount of capital contributions to date of the limited partners of the partnership is $ -0- .

2. The total amount contributed and anticipated to be contributed by the limited partners of the Partnership at this time totals $7,000,000.

DATED this 22nd day of February, 1995.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury, the undersigned Affiant declares that the Affiant has read the foregoing and declares that the facts alleged are true and correct to the best of Affiant's knowledge and belief.

MAMMES, INC., a Florida corporation

By: _____
Name: Marsha G. Madorsky
Title: President

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 22nd day of February, 1995.

_____
Notary Public

My Commission Expires:

EVA M. AREIAS
MY COMMISSION # CC387233 EXPIR
June 25, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in the Certificate of Limited Partnership, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with, and accepts the obligations of, its position as registered agent.

DATED this 22nd day of February, 1995.

MARSHA G. MADORSKY

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SECRETARY OF STATE
CORPORATIONS SECTION

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
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -5 AM 7:37

1. Name of Limited Partnership

1a. DOCUMENT #
A95000000257

AMERICANO BEACH RESORT LIMITED PARTNERSHIP

DO NOT WRITE IN THIS SPACE mtn

2. New Mailing Address, if Applicable

Suite, Apt. #, etc.

City, State & Zip

Mailing Address
1200 NORTH ATLANTIC AVENUE
DAYTONA BEACH FL 32118

Principal Office Address
1200 NORTH ATLANTIC AVENUE
DAYTONA BEACH FL 32118

2a. New Principal Office Address, if Applicable

Suite, Apt. #, etc.

City, State & Zip

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

3. Date Formed or Registered to Do Business in FLORIDA 02/23/1995

3a. Date of Last Report

4. State or Country of Formation FL

5a. Capital Contributions as Shown on Record $7,000,000.00

5b. Amount of Capital Contributions in FLORIDA to date

6. FEI Number 59-3300298

7. CERTIFICATE OF STATUS REQUIRED — Applied For / Not Applicable — $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 607.193, 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

MADORSKY, MARSHA G
2665 SOUTH BAYSHORE DRIVE
MIAMI FL 33133

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

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/ Document Number
~~MAMMES, INC.~~*ABR OF DAYTONA, INC	C/O 2665 SOUTH BAYSHO	MIAMI FL 33133	P95000013991
*as amended on March 27, 1995			

200001686242
-01/11/96--01020--018
****576.25 ****576.25

CR2E003 (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)(i), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(i) 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 [signature] G. Partner DATE 12-18-95

Typed or Printed Name of General Partner Signing Form: JAMES CORRIGAN, President of ABR, Inc. Telephone Number (305)856-0879

0009357