

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0193 FAX

CSC networks

000-342-0006

A95000000257

MAIL TO:
P.O. Box 5028
TALLAHASSEE, FL 32314

ACCOUNT NO. : 0721000000032

REFERENCE : 547503 3867E

AUTHORIZATION :

COST LIMIT : 0 PREPAID

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

DOMESTIC FILING

RUSH WILL WAIT

NAME: AMERICANO BEACH RESORT
LIMITED PARTNERSHIP

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

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

1750.00
AGENT FEE 3.50
COPY 52.50
TOTAL 1837.50
N. SPARKS
BALANCE DUE
REFUND

*This name
has been reserved
previously by my
client
R95000000707
Call if any questions.
Thanks,
Carina.*

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

RUSH WILL WAIT

FILED
95 FEB 23 PM 12:17
DIVISION OF CORPORATION

800001418438
-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 23 day of February, 1995, and hereby affirms, under the penalty of perjury, that the facts stated hereinbelow are true:

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

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

945000013991

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

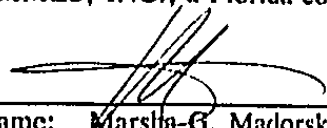
1260 North Atlantic Avenue
Daytona Beach, Florida 32118

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: Marshall G. Madorsky

Title: President

FILED
SECRETARY OF STATE
FEB 23 PM 12:18
DAVIE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
)
COUNTY OF DADE)

FILED
SECRETARY OF STATE
95 FEB 23 PM 12:18
DADE COUNTY

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:

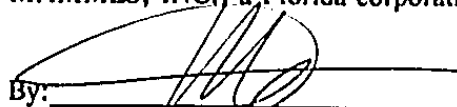
1. The amount of capital contributions to date of the limited partners of the partnership is \$ -0-.
2. The total amount contributed and anticipated to be contributed by the limited partners of the Partnership at this time totals \$7,000,000.

DATED this 22nd day of February, 1995.

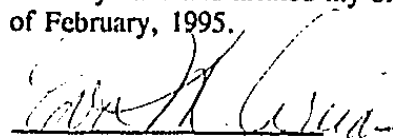
FURTHER AFFIANT SAYETH NOT.

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, 1998
BONDED THREE THOUSAND FIVE HUNDRED DOLLARS
FARMERS GROUP 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

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

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
Tallahassee
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

mtm

2. How Mailing Address, If Applicable

State, Apt. #, etc.

City, State & Zip

2a. How Principal Office Address, If Applicable

State, 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

3. Date Formed or Day started in the Business in
FLORIDA
02/23/1995

3a. Date of Last Report

4. State of 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. Filing Number

59-3300298

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

\$175 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
2865 SOUTH BAYSHORE DRIVE
MIAMI FL 33133

10. If changed, new Registered Agent/Office

Name

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

State, Apt. #, etc.

City

FL

Zip Code

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)

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

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

an amended on March 27, 1995

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I 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 I made under oath. I further certify that I am a General Partner of the limited partnership, partner or trustee, empowered to make this report, as required by Chapter 620, Florida Statutes.

SIGNATURE

(DATE)

12-18-95

Typed or Printed Name of General Partner Signing Form

JAMES CORRIGAN, President of ABR, Inc

Telephone Number (305) 856-0879

0008357

CR2E003 (6/95)