

A950000003



Via Federal Express

March 8, 1995

Mr. Eric Larson
Global Research Network
1018 Thomasville Rd. Ste. 106
Tallahassee, FL 32303

RE: VSAL, INC./ Vizcaya Squore Associates, Ltd.

200001425982
-03/10/95--01011--016
***1785.00 ***1785.00

Dear Mr. Larson,

As per the instructions of Rita M. Burdo of August, Comiter, Kulunas & Schepps P.A., we are enclosing one original plus one copy (for date-stamping) of the following documents to be filed with the Secretary of State.

- Certificate of Limited Partnership
- Affidavit of Capital Contribution
- Acceptance of Appointment as Registered Agent

Also included is a check payable to the Secretary of State for \$1,785 (\$1,750 filing fees, \$35 registered agent fee).

Sincerely,
American Land Management Group, Inc.

Rocio S. Greene
Executive Assistant

rsg.
enclosures
cc: R. M. Burdo

Will wait

A95-372

Name	GA
Availability	
Document Examiner	GSH
Updater	GSH
Updater Verifier	GSH
Acknowledgement	GSH
W. P. Verifier	GSH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR -9 PM 1:01

**CERTIFICATE OF LIMITED PARTNERSHIP OF
VIZCAYA SQUARE ASSOCIATES, LTD.,
A FLORIDA LIMITED PARTNERSHIP**

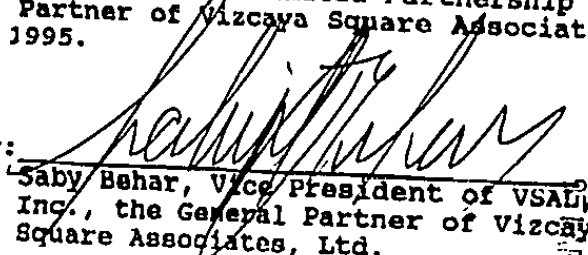
The undersigned general partner of Vizcaya Square Associates, Ltd. (the "General Partner") desires to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is Vizcaya Square Associates, Ltd..
2. The address of the office of the Partnership is 65 NW 168th Street, North Miami Beach, Florida 33169.
3. The name and address of the agent for service of process of the Partnership is VSAL, Inc., 65 NW 168th Street, North Miami Beach, Florida 33169.
4. ^{PA 5000019315} The name and business address of the General Partner is VSAL, Inc., 65 NW 168th Street, North Miami Beach, Florida 33169.
5. The mailing address of the Partnership is 65 NW 168th Street, North Miami Beach, Florida 33169.
6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2045, unless the Partners agree to extend the term.
7. This Certificate shall be effective upon the filing of this Certificate with the State of Florida, Department of State.

This Certificate is duly executed and is being filed in accordance with section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of Vizcaya Square Associates, Ltd. this 11 day of March, 1995.

By: 

Saby Behar, Vice President of VSAL, Inc., the General Partner of Vizcaya Square Associates, Ltd.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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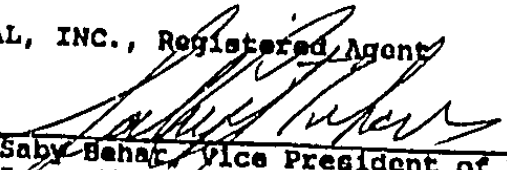
60.8

209658209
22121 5661-20-28W
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for Vizcaya Square Associates, Ltd., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of the registered agent.

VSAL, INC., Registered Agent

By:


Saby Bahar, Vice President of VSAL, Inc., the General Partner of Vizcaya Square Associates, Ltd.

Vizcaya.CLP/3/7/95

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DIVISION OF CORPORATIONS
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209655820P
AFFIDAVIT OF CAPITAL CONTRIBUTION

92:21 5661-26 AM

STATE OF FLORIDA

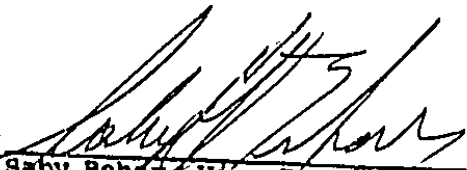
COUNTY OF DADE

I, Saby Behar, as Vice President of VSAL, Inc., which corporation is the General Partner of Vizcaya Square Associates, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," being duly sworn, certifies as follows:

1. The actual and anticipated amount of capital contributions to the Partnership made by its Limited Partners is \$2,231,289.

Under penalties of perjury I declare that the foregoing facts are true to the best of my knowledge and belief.

Dated: March 7th, 1995.

By: 

Saby Behar, Vice President of VSAL, Inc., the General Partner of Vizcaya Square Associates, Ltd.

STATE OF FLORIDA

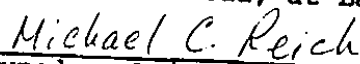
COUNTY OF DADE

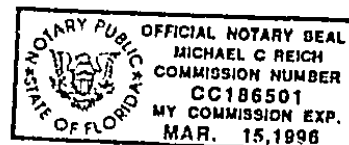
BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Saby Behar, in his capacity as Vice President of VSAL, Inc., the General Partner of Vizcaya Square Associates, Ltd., known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contribution, and he acknowledged to me and before me that he executed this Affidavit freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed official seal in the county and state aforesaid this 7th day of March, 1995.

[SEAL]


Notary Public
State of Florida, at Large


Typed or Printed Name of Notary
My commission expires:



FILED
NOTARY OF STATE
OFFICE OF REGISTRATIONS
MAR - 9 1995
1:04

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

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Northing
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JAN -2 AM 8:20

1/10

1. Name of Limited Partnership

1a. DOCUMENT #
A95000000372

VIZCAYA SQUARE ASSOCIATES, LTD.

Making Address
65 NW 168TH STREET
NORTH MIAMI BEACH FL 33169

Principal Office Address
65 NW 168TH STREET
NORTH MIAMI BEACH FL 33169

(DO NOT WRITE IN THIS SPACE)

2. New Making Address, if Applicable

State, Apt. # etc. 8000001685768
City, State & Zip 01710796-01156-004
****576.25 ****576.25

2a. New Principal Office Address, if Applicable

State, Apt. # etc.

City, State & Zip

3. Date Formed or Registered to Do Business in
FLORIDA 03/09/1995

3a. Date of Last Report

4. State or Country of Formation

FL

5a. Capital Contributions as Shown
on Record
\$2,231,289.00

5b. Amount of Capital Contributions in
FLORIDA to date

6. FEI Number

65-0563655

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

\$0.75 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

VSAL, INC.
65 NW 168TH STREET
NORTH MIAMI BEACH FL 33169

10. If a designated new Registered Agent/Office

Name

Street Address (If C/O Box Number is Not Acceptable)

State, 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.

DATE

SIGNATURE (Registered Agent Accepting Appointment)

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

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

VSAL, INC.

11a. Address of Each General Partner
(Do NOT Use P.O. Box Numbers)

65 NW 168TH STREET

11b. City, State & Zip Code

NORTH MIAMI BEACH FL

11c. Registered Document Number

P95000019315

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 provided in section 607.193(2)(b), Florida Statutes. I release the Division of Corporations from any liability of loss or expense with respect to the filing of this statement. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made by each of the General Partners of the limited partnership, receiver or trustee empowered to execute this report as required by section 620.192, Florida Statutes.

SIGNATURE

Typed or Printed Name of General Partner Signing Form

Roberto Kassir
ROBERTO KASSIR

Telephone Number

DATE

12/27/95
305/654-1500

0002202

CR2E003 (6/95)