A95000000 3

Via Federal Express

March 8, 1995

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

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

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

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

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

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

Will Wait

A95-372

Name Availability	GSH
Document Examiner	GSH
Updater	GSH
Updater Verifyer	GSH
Ackhowledgement	GSH
W. P. Verifyer	GSH

rsg.
enclosures
cc: R. M.Burdo

American Land Management Group, Inc.
65 NW 168th St. North Miami Beach, FL 33169
(305) 654-1500 Facsimile (305) 653-9486

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.

P95000019315

4. 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 7th day of March, 1995.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR -9 PM 1:04

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

Vizcaya.CLP/3/7/95

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR -9 PM 1:04

P.00

MAR 07-1995 17:26

AFFIDAVIT OF CAPITAL CONTRIBUTION

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 my official seal in the county and state aforesaid this 7th day March, 1995.

[SEAL]

Michael C. Reich
Notary Public
State of Florida, at Large

Michael C. Reich
Typed or Printed Name of Notary
My commission expires:

OFFICIAL NOTARY SEAL
MICHAEL C REICH
COMMISSION NUMBER
CC186501
MY COMMISSION EXP.
MAR. 15,1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR -9 PM 1:04

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 Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -2 AM 8:20

1/10

1a. DOCUMENT # A95000000372

1. Name of Limited Partnership

VIZCAYA SQUARE ASSOCIATES, LTD.

DO NOT WRITE IN THIS SPACE

2. New Mailing Address If Applicable

Suite, Apt # etc. 600001585768
-01/10/96--01156--004
City, State & Zip ****576.25 ****576.25

2a. New Principal Office Address If Applicable

Suite, Apt # etc.

City, State & Zip

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

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

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 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 — $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

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

10. If changing, 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
VSAL, INC.	65 NW 168TH STREET	NORTH MIAMI BEACH FL	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 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 ... 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 effect as if made under oath; 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 *Roberto Kassin*

Typed or Printed Name of General Partner Signing Form *ROBERTO KASSIN*

DATE *12/27/95*

Telephone Number *305/654-1500*

CR2E003 (6/95)

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