CAPITAL CONNECTION, INC.
417 E. Virginia St., Suite 1, Tallahassee ... (904) ...
Mailing Address: Post Office Box ... Tallahassee ...
TOLL FREE No. 1-800-...-8062
FAX (904) 222-1...2

A9500000487

_____ of _____

		C.C. FEE.	DISBURSED
	Capital Express™		
	Art. of Inc. File		
	Corp. Record Search	500001441825	
✓	Ltd. Partnership File	-03/31/95--01045--003	
	Foreign Corp. File	***1260.00	***1260.00
✓	( ) Cert. Copy(s)		
	Art. of Amend. File		
	Dissolution/Withdrawal		
	C U S-		
	Fictitious Name File		
	Name Reservation		
	Annual Report/Reinstatement		
	Reg. Agent Service		
	Document Filing		
	Corporate Kit		
	Vehicle Search		
	Driving Record	500001441825	
	Document Retrieval	--03/31/95--01045--004	
		***227.50	***227.50
	UCC 1 or 3 File		
	UCC 11 Search		
	UCC 11 Retrieval		
	___ File No.'s, ___ Copies		
	Courier Service		
	Shipping/Handling		
	Phone ( )		
	Top Priority		
	Express Mail Prep.		
	FAX ( ) pgs.		
SUBTOTALS			

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 28 AM 10:31

NAME
FIRM
ADDRESS

PHONE ( )

Service: Top Priority ______ One Day Service   Regular ______ Two Day Service

To us via ______ Return via ______

Mailer No.: ______ Express Mail No. ______

State Fee $ ______ Our $ ______ 3/28/95 BK

C. TAX
FILING 1,400.00
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL $1,487.50
N. BANK
BALANCE DUE
REFUND

file
2nd
W95000006613

FEE	$
DISBURSED	$
SURCHARGE	$
TAX on corporate supplies	$
SUBTOTAL	$
PREPAID	$
BALANCE DUE	$
	$

	REQUEST TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	BAK		

WALK-IN
Will Pick Up 3-29 1200

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

CERTIFICATE OF LIMITED PARTNERSHIP
OF FILEV II, LTD.

We, the undersigned, desiring to form a limited partnership pursuant to the Florida Uniform Limited Partnership Act hereby swear and certify as follows:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 28 PM 3:

1. The name of the Partnership is Filev II, Ltd.

2. The address of the office of the Partnership is Suite 200, 848 Brickell Ave., Miami, Florida 33131.

3. The name and address of the agent for service of process required to be maintained pursuant to the Florida Statutes is Arthur J. Bork, Suite 200, 848 Brickell Ave., Miami, Florida 33131.

4. The names and the business addresses of the General Partners are:

Fivo VII Corp. P95000000956
Suite 454
20801 Biscayne Blvd.
Aventura, FL 33180

and

Levincorp, Inc. P95000023905
Suite 102
99 Powerhouse Road
Roslyn Heights, New York 11577

5. The mailing address of for the limited partnership is:

Suite 200
848 Brickell Ave.
Miami, Florida 33131.

6. The latest date upon which the partnership is to dissolve is December 31, 2005.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership this 23 day of March, 1995.

Fivo VII Corp.
a Florida corporation

By: DALE I. VOGEL
Vice President

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that before me personally appeared Dale I.

Vogel as Vice President of Five VII Corp., a Florida corporation, to me well known and she acknowledged before me that she executed the foregoing document in such capacity, and the matters contained therein are true and correct.

WITNESS my hand and seal in the State and County last aforesaid this 22nd day of March, 1995.

Kimberly P. Rogers
Notary Public
State of Florida

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 28 AM 10:31

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF DADE

Before me the undersigned authority, personally appeared Dale I. Vogel as Vice President of Five VII Corp., a Florida corporation, who being duly sworn , deposes and says:

1. The Corporation is a General Partner of Filev II, Ltd., a Florida Limited Partnership.

2. The amount of the capital contributions of the Limited Partners of said Partnership total $200.00.

3. It is anticipated that the limited partners will contribute the additional sum of $199,800.00.

Dale I. Vogel

SWORN TO AND SUBSCRIBED before me this 23rd day of March, 1995.

Notary Public, State of Florida

My commission expires: July 8, 1995

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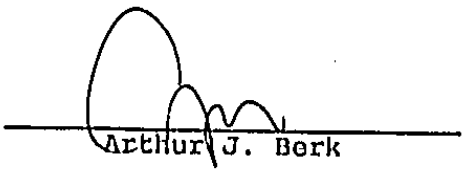
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 28 AM 10:31

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Filov II, Ltd. at the place designated in its Certificate of Limited Partnership, I am familiar with and accept the obligations of that position pursuant to the Statutes of the State of Florida.



Arthur J. Berk

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 28 AM 10:31

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
95 DEC 20 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

FILEV II, LTD.

1a. DOCUMENT #
A95000000487

96-AR

CM

Mailing Address
848 BRICKELL AVENUE, SUITE 200
MIAMI FL 33131

Principal Office Address
840 BRICKELL AVENUE, SUITE 200
MIAMI FL 33131

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

2. New Mailing Address, If Applicable: 71 So. Central Ave
Suite, Apt. #, etc.
City, State & Zip: Vall Stream, NY 11580

2a. New Principal Office Address, If Applicable
Suite, Apt. #, etc.
City, State & Zip

3. Date Formed or Registered to Do Business in FLORIDA: 03/28/1995

3a. Date of Last Report

4. State or Country of Formation: FL

5a. Capital Contributions or Shares on Record: $200,000.00

5b. Amount of Capital Contributions in FLORIDA to date

6. FEI Number: 58-2169578

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

BERK, ARTHUR J
848 BRICKELL AVE., SUITE 200
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 620.1051 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
FIVO VII CORP.	20801 BISCAYNE BLVD.,	AVENTURA FL 33180	P95000000956
LEVINCORP, INC.	99 POWERHOUSE ROAD, S	ROSLYN HEIGHTS, NY FL	P95000023905

300001675089
-01/02/96--01043--009
****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.

Fivo VII Corp
SIGNATURE X [signature] President

DATE 11/30/95

Typed or Printed Name of General Partner Signing Form: Ralph Fine

Telephone Number (516) 561-1700

0001717