

A9500000510

MAR -30 0511001 13-35 RUBIN BAUM & LEVIN

TEL (305)-374-7593

P 001

3/30/95 FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM 12:13 AM

((H95000003658))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN &
200 S BISCAYNE BLVD
2500 SE FINANCIAL CENTER
MIAMI FL 33131-23360-5295
CONTACT: KENDALL SPARKMAN
PHONE: (305) 374-7580
FAX: (305) 374-7593

((H95000003658))

DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP

NAME: REGENCY MGROUP LTD.
FAX AUDIT NUMBER: H95000003658
DATE REQUESTED: 03/30/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$140.00

CURRENT STATUS: REQUESTED
TIME REQUESTED: 12:13:34
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 075350000132

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((H95000003658))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
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cc 3/30/95

FILED
1995 MAR 30 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

68-2 NJ US MAIL

Fax Audit No. H95-3658

A95000000510

CERTIFICATE OF LIMITED PARTNERSHIP
OF
REGENCY MGROUP LTD.

FILED
1995 MAR 30 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is Regency MGroup Ltd.

2. The address of the office of the Partnership is as follows:

c/o Southeast Centers
1541 Sunset Drive, Suite 300
Coral Gables, Florida 33143
Attention: Gerald Higler.

3. The name and address of the agent for service of process on the Partnership is as follows:

Alan D. Axelrod, P.A.
c/o Rubin Baum Levin Constant Friedman & Bilzin
2500 First Union Financial Center
Miami, Florida 33131

Fax Audit No. H95-3658

Fax Audit No. H95-3658

4. The name and business address of the corporate General partner is as follows:

Regency MOP Corp.
c/o Weissbarth, Altman & Michaelson
156 West 56th Street
12th Floor
New York, New York 10022
Attention: Robert Michaelson

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1995 MAR 30 PM 3:45

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5. The mailing address of the Partnership is

c/o Weissbarth, Altman & Michaelson
156 West 56th Street
12th Floor
New York, New York 10022
Attention: Robert Michaelson

6. The latest date upon which the Partnership shall dissolve is January 31, 2047.

7. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.


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.

Fax Audit No. H95-3658

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of Regency MGroup Ltd. this 21st day of March, 1995.

GENERAL PARTNER

Regency MGP Corp.,
a Florida corporation

By: 
Robert T. Michaelson,
President

1995 MAR 30 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Regency MGroup 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 Registered Agent.

REGISTERED AGENT

Alan D. Axelrod, P.A.

By: 
Alan D. Axelrod, Esq., President

Fax Audit No. H95-3658

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Robert T. Michaelson, as President of Regency MGP Corp., a Florida corporation, which is the General Partner of Regency MGroup Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

Schwarzkopf Technologies Corp.	\$ 33.33
Zecap Associates	\$ 33.33
Portsmouth Corp.	\$ 33.33
Total	\$ 99.99

2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

Schwarzkopf Technologies Corp.	\$ 0
Zecap Associates	\$ 0
Portsmouth Corp.	\$ 0
Total	\$ 0

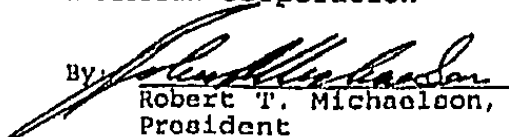
FURTHER AFFIANT SAITH NAUGHT.

Fax Audit No. H95-3658

Under penalties of perjury, I declare that I have read then foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

Regency MGP Corp.,
a Florida corporation

By: 
Robert T. Michaelson,
President

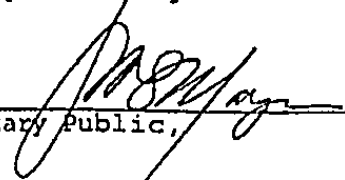
Dated: March 21, 1995

0.

State of New York)
County of New York) SS:

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1995 MAR 30 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

On the 21st day of March in the year 1995 before me personally came Robert T. Michaelson to me known, who, being by me duly sworn, did depose and say that he resides at 33 Roberts Road, New York, New York; that he is the president of Regency MGP Corp., the corporation described in and which executed the above instrument; and that he signed his name thereto by authority of the board of directors of said corporation.


Notary Public,

My Commission Expires:

JOSEPH M. MARGER
Notary Public, State of New York
No. 31-4989514

Qualified in New York County
Commission Expires December 9-10

March 22, 1996

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 Matham
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 FEB 15 AM 9:30

SECRET
TALENT FOR WINT IN THE FLORIDA

1. Name of Limited Partnership
REGENCY MGROUP LTD.

1a. DOCUMENT #
A95000000510

Mailing Address: **ATTN: ROBERT MICHAELSON
156 WEST 56TH ST., 12TH FLOOR
NEW YORK NY 10022**

Principal Office Address: **C/O SOUTHEAST CENTERS
1541 SUNSET DR., STE. 300
CORAL GABLES FL 33143**

2. New Mailing Address: *******1720068**
State Apt # etc: **NY 10022-0112-012**
City State & Zip: *******576.25 *****576.25 10019**

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

3. Date Formed or Registered in the State of Florida: **03/30/1995**

3a. Date of Last Report: **N/A Initial**

4. State or Country of Formation: **FL**

5a. Capital Contributions as Shown on Record: **\$99.99**

5b. Amount of Capital Contributions in Florida to date: **\$ 1,565,497**

6. FIC Number: **13-3840577**

Applied For: **7. CERTIFICATE OF STATUS REQUIRED**
Not Applicable: **\$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 maximum filing fee of \$52.50 and a minimum of \$437.50
2) Supplemental Fee: \$138.75 (pursuant to section 607.103, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$104.25 (\$52.50 + \$131.75) AND NO MORE THAN \$476.25 (\$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 set state and appropriate filing fee
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent
**AXELROD, ALAN D
C/O RUBIN, BAUM, LEVIN, CONSTANT, FRIEDMAN
2500 FIRST UNION FINANCIAL CENTER
MIAMI FL 33131**

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 620.192, 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 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. Registratory Document Number
REGENCY MGP CORP.	156 WEST 56TH ST., 12	NEW YORK NY 10022	P95000017677

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 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, required by chapter 620, Florida Statutes.

SIGNATURE: *Robert Michaelson* DATE: *1/15/95*
Type or Print Name of General Partner Signing Form: **ROBERT MICHAELSON, Pres REGENCY MGP CORP** Telephone Number: **(212) 265-7500**

CR2ED03 (6/95)

A 95000000510

Regency M Group Ltd.
Attn: Robert Michaelson
156 West 56th St., 12th Floor
New York, NY 10019

000001719700
-02/20/96--01117--009
***1750.00 ***1750.00

FILED
96 FEB 15 AM 9:30
STATE
TALLAHASSEE FLORIDA

Supplemental affidavit
increasing contributions

to \$ 1,565,497.00

Name	2/15/96
Availability	ccc
Document Examiner	ccc
Updater	ccc
Updater Venter	
Acknowledgement	
WL P. Verifier	<i>ccc</i>

C. TAX	_____
FILING FEE	1750.00
R. _____	_____
C. _____	_____
T. _____	_____
N. _____	_____
BALANCE DUE	_____
REFUND	_____

