

# A95000000516

MAR - 30 08:10:01 15 01

RUBIN BAUM & LEVIN

TEL: (305) 374-7593

P 001

3/30/95

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

12:24 AM

((H95000003669))

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 33131-2336  
CONTACT: KENDALL SPARKMAN  
PHONE: (305) 374-7580  
FAX: (305) 374-7593

((H95000003669))

DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP

NAME: SHENANDOAH MGROUP LTD.

FAX AUDIT NUMBER: H95000003669

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/30/1995

TIME REQUESTED: 12:24:10

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$140.00

ACCOUNT NUMBER: 075350000132

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000003669))

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

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*A95000000516*

*CC*

*3/30/95 AW*

1995 MAR 30 PM 4: 28  
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SECRET  
TALLAHASSEE, FLORIDA

24 0 00 00

Fax Audit #195-3669

A95000001-516

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
SHENANDOAH MGROUP LTD.

FILED  
MAR 30 PM 4:28  
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 Shenandoah 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 Higier.

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 #H95-3669

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MAR 30 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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

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.

Tax Audit #195-3669

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

GENERAL PARTNER

Shenandoah MGP Corp.,  
a Florida corporation

By: [Signature]  
Robert T. Michaelson,  
President

FILED  
1995 MAR 30 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Shenandoah 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

By: [Signature]  
Alan D. Axelrod, Esq.  
President

Fax Audit #1195-3669

STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF DADE )

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED  
1995 MAR 30 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared Robert T. Michaelson, as President of Shenandoah MGP Corp., a Florida corporation, which is the General Partner of Shenandoah 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
Tallowhill Corp.	\$ 33.33
<b>Total</b>	<b>\$ 99.99</b>

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
Tallowhill Corp.	\$ 0
<b>Total</b>	<b>\$ 0</b>

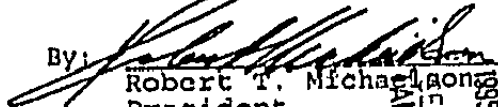
FURTHER AFFIANT SAITH NAUGHT.

Fax Audit #H95-3669

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

GENERAL PARTNER:

Shenandoah MGP Corp.,  
a Florida corporation

By:   
Robert T. Michaelson  
President

Dated: March 21, 1995

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

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1995 MAR 30 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

On the 21<sup>st</sup> 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 Shenandoah 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. 31-4988514

Qualified in New York County  
Commission Expires December 9 1996  
March 24,

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  
Ganba Matham  
Secretary of State  
DIVISION OF CORPORATIONS

FILED

96 FEB 15 AM 9:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

1a. DOCUMENT #  
A95000000516

SHENANDOAH MGROUP LTD.

2. New Mailing Address, if Applicable

State Apt # etc

City State & Zip

10019

2a. New Principal Office Address, if Applicable

State Apt # etc

City State & Zip

Mailing Address

Principal Office Address

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

C/O SOUTHEAST CENTERS  
1541 SUNSET DR., STE. 30  
CORAL GABLES FL 33143

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

3. Date Entered or Registered in the Business in  
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  
\$ 4,817,068

6. FEI Number  
13-3840579

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

10. If change: New Registered Agent/Office

AXELROD, ALAN D  
C/O RUBIN, BAUM, LEVIN, CONSTAT, FRIEDMAN  
2500 FIRST UNION FINANCIAL CENTER  
MIAMI FL 33131

Name

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

State Apt # etc

City

AXELROD, ALAN D  
2500 FIRST UNION FINANCIAL CENTER  
MIAMI FL 33131

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

SHENANDOAH MGP CORP.

156 WEST 56TH ST., 12

NEW YORK NY 10022

P95000017672

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 accurately furnished and does not qualify for the exemption stated in Section 119.07(3)(a), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(1)(a) in the event that the information supplied is determined exempt from public access. I further certify that the information indicated on this annual report is true and accurate and my signature shall have the same legal effect 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 provided by Chapter 620, Florida Statutes.

SIGNATURE

Type or Print Name of General Partner Signing Form

Robert Michaelson, Pres SHENANDOAH MGP Corp

DATE 12/15/95  
Telephone Number (212) 265-7500

A 95 000000 516

Shenandoah mGroup Ltd.  
Attn: Robert Michaelson  
136 W. 56th St., 12th Floor  
New York, NY 10019

SECRET  
TELETYPE UNIT  
LONDON

96 FEB 15 AM 9:30

FILED

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-02/20/96--01117--004  
\*\*\*1750.00 \*\*\*1750.00

Supplemental affidavit  
increasing to  
\$ 4,817,068.00

Name	2/15/96
Availability	clcc
Document	
Examiner	DCC
	DCC
Adm. judgement	DCC
W. P. Verfyer	DCC

C. TAX \_\_\_\_\_  
 F. TAX \_\_\_\_\_ 1750.00  
 REFUND \_\_\_\_\_



**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS**  
**FOR A FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting the general partner of Shenandoah MGroup Ltd,  
a Florida Limited Partnership,  
executed this supplemental affidavit filed pursuant to section 620.112, Florida Statutes.

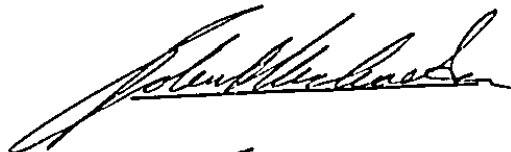
The total amount of the capital contributions of the limited partners is \$ 4,817,068.

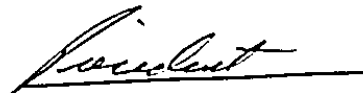
This 1st day of December.

**FURTHER AFFIANT SAYETH NOT.**

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

General Partner





Shenandoah M Group

FILED  
96 FEB 19 95  
11 AM 9:30  
TALLAHASSEE, FLORIDA

TELEPHONE: (212) 763-7634

# A95000000516

OFFICE  
80 WEST 60TH STREET  
NEW YORK, NEW YORK 10019

VERSBURG, NEW YORK MICHAELSON LLP  
CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS  
150 WEST 60th STREET • NEW YORK, NEW YORK 10019  
(212) 265-7600

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 27 AM 11:29

December 24, 1996

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314-6327

Gentlemen:

Enclosed please find the duly completed 1997 Limited Partnership Annual Reports, together with a check for the required filing fee for each of the entities listed below. Where applicable a duly executed Supplemental Affidavit of Reduced Capital Contributions has been provided to correct for errors attributable to misposting of financial information in the prior year.

Royal MGP Corp.	13-3840578
Plantation MGP Corp.	13-3840576
PGA MGP Corp.	13-3840580
Coral MGP Corp.	13-3840363
Boca MGP Corp.	13-3840360
Shenandoah MGP Corp.	13-3840579
Woods MGP Corp.	13-3840364
Wellington MGP Corp.	13-3840359
Marco MGP Corp.	13-3840365
Regency MGP Corp.	13-3840577

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-01/23/97--01016--002  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Should you have any questions regarding any of the enclosed reports, please do not hesitate to contact me at 212-265-7500 ext. 372.

Thank you for your cooperation in this matter.

Very truly yours,

*Richard Nichols*

Richard Nichols  
RN/sg  
Enclosures

A95000000516

Name Availability	RL-27
Document Examined	RL
Updated	RL
Updated Verifier	RL
Acknowledged	RL
W. P. Verifier	RL

SUPPLEMENTAL AFFIDAVIT OF REDUCED CAPITAL CONTRIBUTIONS  
FOR A FLORIDA LIMITED PARTNERSHIP

The undersigned constituting all of the general partners of Shenandoah MGroup Ltd., a Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112, Florida Statutes.

The total amount of the capital contributed by the limited partners as previously reported was overstated and the correct amount of capital actually contributed by the limited partners is \$0.

This 17th day of December, 1996

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury we declare that we have read the foregoing and that the facts are true, to the best of our knowledge and belief.

General Partners



President \_\_\_\_\_

Shenandoah MGP Corp. \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 27 AM 11: 29