A95000000575

1201 Hays Street
Tallahassee, FL 32301
800-342-8062

CSC networks
Prentice Hall Legal & Financial Services

ACCOUNT NO. : 072100000032

REFERENCE : 577725 4656A

AUTHORIZATION : Patricia Tyrik

COST LIMIT : $ 140.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 11 PM 3:39

ORDER DATE : April 11, 1995

ORDER TIME : 10:50 AM

ORDER NO. : 577725

000001458010

CUSTOMER NO: 4656A

CUSTOMER: Esther J. Forbes, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: S.P.V. ASSOCIATES, LTD.

R95000011 03

by ana

XXX ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

4/11/95

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: MK

CERTIFICATE OF LIMITED PARTNERSHIP
OF
S.P.V. ASSOCIATES, LTD.

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and §620.108 of the Florida Statutes, the undersigned, being all of the General Partners of S.P.V. ASSOCIATES, LTD., hereby duly execute and file with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is S.P.V. ASSOCIATES, LTD.

2. The business address and the mailing address of the limited partnership is 2665 South Bayshore Drive, Suite 202, Coconut Grove, Florida 33133.

3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is:

MICHAEL D. WOHL

4. The Florida street address for the registered agent is:

2665 South Bayshore Drive
Suite 202
Coconut Grove, FL 33133

5. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of S.P.V. ASSOCIATES, LTD., at the place designated in this Certificate of Limited Partnership of S.P.V. ASSOCIATES, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

MICHAEL D. WOHL
Registered Agent

Dated: April 7, 1995.

6. The names and business addresses of the general partners are as follows:

MDFYB CORP.
2665 South Bayshore Drive
Suite 202
Coconut Grove, FL 33133

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SECRETARY OF STATE
CORPORATIONS

KEYSTONE-S.P.V., INC.
4665 Ponce de Leon Boulevard
Coral Gables, FL 33146

P95000028152

7. The latest date upon which the limited partnership is to dissolve is December, 2045.

IN WITNESS WHEREOF, the General Partners have executed the foregoing Certificate of Limited Partnership on the 7 day of April, 1995 in accordance with §620.114 of the Florida Statutes.

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CORPORATIONS

M D F Y B C O R P.
a Florida corporation, General Partner

BY: _____
Michael D. Wohl, President

K E Y S T O N E - S . P . V . , I N C . ,
a Florida corporation, General Partner

BY: _____
Carter W. Hopkins, Jr., President

AFFIDAVIT

THE UNDERSIGNED, constituting all of the general partners of S.P.V. ASSOCIATES, LTD., a Florida Limited Partnership, hereby certify as follows:

1. The amount of capital contributions to date of the limited partners is **$-0-.**

2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals **$325,000.00.**

FURTHER AFFIANT SAYETH NOT.

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

M D F Y B C O R P . ,
a Florida corporation,
General Partner

BY: _____
Michael D. Wohl, President

K E Y S T O N E - S . P . V . , I N C . ,
a Florida corporation,
General Partner

BY: _____
Carter W. Hopkins, Jr., President

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DIVISION OF CORPORATIONS
95 APR 11 PM 3:38

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
95 SEP 18 PM 3:09

1. Name of Limited Partnership

S.P.V. ASSOCIATES, LTD.

1a. DOCUMENT #
A95000000575

DO NOT WRITE IN THIS SPACE

Mailing Address
2665 SOUTH BAYSHORE DRIVE, SUITE 202
COCONUT GROVE FL 33133

Principal Office Address
2665 SOUTH BAYSHORE DRIVE, SUITE 202
COCONUT GROVE FL 33133

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

2. New Mailing Address, If Applicable

Suite, Apt. #, etc.

City, State & Zip

2a. New Principal Office Address, If Applicable

Suite, Apt. #, etc.

City, State & Zip

3. Date Formed or Registered to Do Business in FLORIDA
04/11/1995

3a. Date of Last Report

4. State or Country of Formation
FL

5a. Capital Contributions as Shown on Record
$325,000.00

5b. Amount of Capital Contributions in FLORIDA to date

6. FEI Number
65-0578183

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED
$8.75 Additional Fee required for 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

WOHL, MICHAEL D
2665 SOUTH BAYSHORE DRIVE, SUITE 202
COCONUT GROVE FL 33133

10. If changed, new Registered Agent/Office

Name

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

Suite, Apt. #, etc.

City

FL

Zip Code

210001155212
09/27/95--01041--027
****576.25 ****576.25

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 620.192, 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 Number(s))	11b. City, State & Zip Code	11c. Registration/ Document Number
MDFYB CORP.	2665 SOUTH BAYSHORE D mle 9/18/95	COCONUT GROVE FL 3313 AR 437.50 Supp 138.75 576.25	P95000028423

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)(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 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 required by chapter 620, Florida Statutes.

SIGNATURE _____ DATE 9/16/96

Typed or Printed Name of General Partner Signing Form _____ Telephone Number _____

0001774