

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171

800-142-8086



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PROVIDING
LEGAL & FINANCIAL SERVICES

995000000741

ACCOUNT NO. : 072100000032

REFERENCE : 596663 83834A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : May 10, 1995

ORDER TIME : 11:04 AM

ORDER NO. : 596663

CUSTOMER NO: 83834A

CUSTOMER: Rafael G. Moreno, Esq

FILED
STATE
SECRETARY OF CORPORATIONS
95 MAY 10 AM 11:51

FILED
STATE
SECRETARY OF CORPORATIONS
11 AM 11:51

200001488202
-05/16/95--01132--004
***1837.50 ***1837.50

DOMESTIC FILING

NAME: ISLAND HOMES, LTD.

G. TAX FILING 1750.00
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 1837.50
N. BANK _____
BALANCE DUE _____
OFFIND _____

DIVISION OF CORPORATION

RECEIVED
95 MAY 10 PM 12:14

FILED
STATE
SECRETARY OF CORPORATIONS
95 MAY 10 AM 11:51

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS: BR

CERTIFICATE OF LIMITED PARTNERSHIP

OF

ISLAND HOMES, LTD.

ARTICLE I

Name of Limited Partnership

The name of the limited partnership shall be:

ISLAND HOMES, LTD.

ARTICLE II

Business Address

The business address of the limited partnership shall be:

ISLAND HOMES, LTD.
3764 N.E. 207th Terrace
Aventura, Florida 33180

ARTICLE III

Registered Agent and Registered Office

The Registered Agent for Service of Process and the Florida street address of the Registered Agent of the Limited Partnership shall be:

INTER-AMERICAN DEVELOPMENT CORPORATION
3764 N.E. 207th Terrace
Aventura, Florida 33180

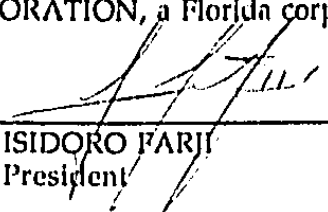
FILED - STATE
SECRETARY OF CORPORATIONS
95 MAY 10 AM 11:51

ARTICLE IV

Signature of Registered Agent

The signature of the Registered Agent below evidences his acceptance as designated Registered Agent for Service of Process:

INTER-AMERICAN DEVELOPMENT
CORPORATION, a Florida corporation

By: 
Its: President

FILED STATE
SECRETARY OF CORPORATIONS
MAY 10 AM 11:51

ARTICLE V

Mailing Address of Limited Partnership

The mailing address of the limited partnership shall be:

ISLAND HOMES, LTD.
3764 N.E. 207th Terrace
Aventura, Florida 33180

ARTICLE VI

Latest Date Upon Which Limited Partnership is to be Dissolved

The latest date upon which the Limited Partnership is to be dissolved is March 31, 2050.

ARTICLE VII

Name and Specific Address of General Partner

The name and the specific address of the General Partner shall be:

INTER-AMERICAN DEVELOPMENT CORPORATION
3764 N.E. 207th Terrace
Aventura, Florida 33180

845000037384

Signed this 26th day of April, 1995.

Signature of the General Partner:

INTER-AMERICAN DEVELOPMENT
CORPORATION, a Florida corporation

By: ISIDORO FARJI
Its: President

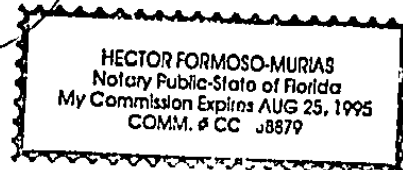
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 10 AM 11:51

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, personally appeared ISIDORO FARJI, to me personally known to be the person described in and who subscribed the above Certificate of Limited Partnership and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 26th day of April, 1995.

Hector Formoso-Murias
NOTARY PUBLIC
State of Florida at Large



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

**BEFORE ME, the undersigned constituting all of the general partners of
ISLAND HOMES, LTD., a Florida Limited Partnership, certify as follows:**

**The amount of capital contributions to date of the limited partners is
\$500,000.00**

**The total amount contributed and anticipated to be contributed by the
limited partners at this time totals \$500,000.00**

This 26th day of April, 1995.

FURTHER AFFIANT SAYETH NOT.

**Under the 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

**INTER-AMERICAN DEVELOPMENT
CORPORATION, a Florida corporation**

**By: ISIDORO FARJI
Its: President**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAY 10 AM 11:51

A95000000741

MICHAEL SCHIFFRIN & ASSOCIATES, P.A.

SUITE 1400 - SUNHUB INTERNATIONAL CENTRE
ONE SOUTH EAST THIRD AVENUE
MIAMI, FLORIDA 33131

TELEPHONE (305) 533-0000
TELECOPIER (305) 571-8034
(305) 572-3670

June 24, 1997

ASSOCIATE OFFICE:
B'KEINER Y ASSOCIATES, S.C.
RIO DANUBIO NO. 68 - 4° 15' 00"
COLONIA CUATEMOC, C.P. 06500
MEXICO, D.F. (MEXICO CITY)
TELEPHONE: (5) 511-11-65
TELECOPIER (5) 533-50-74

Secretary of State
State of Florida
Division of Corporations
Tallahassee, Florida 32301

Re: Island Homes, Ltd.

800002231938--4
-07/07/97--01165--005
*****87.50 *****87.50

Dear Sir/Madam:

Enclosed please find an original and one copy of a Designation and Acceptance of Registered Agent with regard to the above-captioned matter, along with our check in the amount of \$87.50 representing your fee for change of registered agent and a certified copy of the foregoing instrument.

If you should have any questions or need anything further, please advise.

Very truly yours,

MICHAEL SCHIFFRIN & ASSOCIATES, P.A.

MICHAEL SCHIFFRIN, ESQ.

MS/ine
Encl.

RA Chg.

VS SEP 4 1997

97 SEP -2 PM 2:27
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 14, 1997

MICHAEL SCHIFFRIN, ESQ.
SUITE 1400, SUNTRUST INT'L CENTRE
ONE SE THIRD AVE.
MIAMI, FL 33131

SUBJECT: ISLAND HOMES, LTD.
Ref. Number: A95000000741

We have received your document for ISLAND HOMES, LTD. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 397A00035962

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

6-20-105 and 6-20-1051
Pursuant to the provisions of section 607.0502, 607.0502, 607.1508, or 607.1509, Florida Statutes, the undersigned *L.P.* corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

- Limited Partnership*
1. The name of the corporation is: **ISLAND HOMES, LTD.**
L.P.
2. The mailing address of the corporation is: **3764 Northeast 207th Terrace
Aventura, Florida 33180**
3. Date of incorporation/qualification: **05/10/95** Document Number: **A95000000741**
4. The name and address of the current registered agent and office:

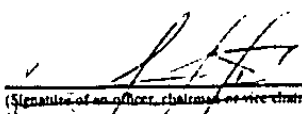
**Inter-American Development Corporation
3764 Northeast 207th Terrace
Aventura, Florida 33180**

5. The name and address of the new registered agent and office:

**Michael Schiffin, Esq.
Michael Schiffin & Associates, P.A.
Suite 1400 - SunTrust International Centre
One Southeast Third Avenue
Miami, Florida 33131**

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by *The General Partners* resolution duly adopted by its board of directors or by an officer so authorized by the board.

 *Isidoro Fari*
(Signature of an officer, chairman, or vice chairman of the board) **General Partner** *August 4, 1997*
(Date)

Isidoro Fari, President of General Partner, INTER-AMERICAN DEVELOPMENT CORPORATION
(Printed or typed name and title)

L.P.
Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

 *Michael Schiffin*
(Signature of Registered Agent) *August 15, 1997*
(Date)

If signing on behalf of an entity:

Michael Schiffin
(Typed or Printed Name) _____
(Capacity)