

1201 HAYS STREET  
TALLAHASSEE, FL 32301

800-342-8086

A95000000830

**CSC networks**

PROSECUTOR  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 607814 4656B

AUTHORIZATION : *Patricia Pizot*

COST LIMIT : \$ 1837.50

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF  
95 MAY 31 AM 11:07

ORDER DATE : May 31, 1995

ORDER TIME : 3:15 PM

ORDER NO. : 607814

CUSTOMER NO: 4656B

CUSTOMER: Kristy Hair, Legal Assistant  
GREENBERG TRAURIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
15th Floor  
515 East Las Olas Boulevard  
Fort Lauderdale, FL 33301

600001503476

DOMESTIC FILING

NAME: GROSVENOR PARTNERS, LTD.

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

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

*for*  
5/31/95

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
GROSVENOR PARTNERS, LTD.

FILED STATE  
SECRETARY OF CORPORATIONS  
95 MAY 31 AM 11:07

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and Section 620.108 of the Florida Statutes, the undersigned, being the sole General Partner of GROSVENOR PARTNERS, LTD., hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is GROSVENOR PARTNERS, LTD.

2. The business address and the mailing address of the limited partnership is 1581 Brickell Avenue, Suite PH-104, Miami, Florida 33219.

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

Keith Wasserstrom

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

515 E. Las Olas Blvd.  
15th Floor  
Ft. Lauderdale, Florida 33301

5. Acceptance of Appointment of Registered Agent:

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

Keith Wasserstrom  
Keith Wasserstrom,  
Registered Agent  
Dated: May 16, 1995

6. The name and business address of the general partner is as follows:

Grosvenor, Inc.  
1581 Brickell Avenue  
Suite PH-104  
Miami, Florida 33129

P93000013801  
P93000013801

FILED STATE  
SECRETARY OF CORPORATIONS  
95 MAY 31 AM 11:07

7. The latest date on which the limited partnership is to dissolve in December 31, 2042.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on the 31st day of MAY, 1995 in accordance with 9620.114 of the Florida Statutes.

GROSVENOR, INC., a Florida  
corporation, General Partner

By: Michelle Popovich  
Michelle Popovich  
President

NEW JERSEY  
STATE OF ~~KENTUCKY~~  
COUNTY OF SOMERSET

SS: \_\_\_\_\_

The foregoing instrument was acknowledged before me this 31st day of May, 1995 by Michollos Popovich as President of Grosvenor Inc., a Florida corporation, on behalf of the corporation. She personally appeared before me, is personally known to me or produced as identification, and [did] (did not) take an oath.

(NOTARIAL SEAL)  
DEBORAH HUBER  
NOTARY PUBLIC OF NEW JERSEY  
My commission Expires August 17, 1998

Notary: Deborah Huber  
Print Name: Deborah Huber  
Notary Public, State of New Jersey  
My commission expires: August 17, 1998

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY 31 AM 11:07

AFFIDAVIT

BEFORE ME, the undersigned constituting the sole general partner of GROSVENOR PARTNERS, LTD., a Florida limited partnership, certifies as follows:

1. The amount of capital contributions to date of the limited partners is \$9,931,000.
2. No further contributions by the limited partners are anticipated.

FURTHER AFFIANT SAYETH NOT.

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.

GROSVENOR PARTNERS, LTD., a  
Florida limited partnership

By: GROSVENOR, INC., General  
Partner

By: Michelle Popovich  
Michelle Popovich  
President

FILED STATE  
SECRETARY OF CORPORATIONS  
VISION OF CORPORATIONS  
95 MAY 31 AM 11:07

NEW JERSEY  
STATE OF ~~NEW YORK~~ )  
COUNTY OF SOMERSET ) 95:

The foregoing instrument was acknowledged before me this 31st day of May, 1995 by Michelle Popovich as President of Grosvenor, Inc., a Florida corporation, on behalf of the corporation. She personally appeared before me, is personally known to me or produced as identification, and (did) (did not) take an oath.

[NOTARIAL SEAL]  
DEBORAH HUBER  
NOTARY PUBLIC OF NEW JERSEY  
My commission Expires August 17, 1998

Notary: Deborah Huber  
Print Name: Deborah Huber  
Notary Public, State of New Jersey  
My commission expires: August 17, 1998

1201 HAYS STREET  
TALLAHASSEE, FL 32301

800-342-8086

A95000000830



ACCOUNT NO. : 07210000003?

REFERENCE : 650230 4656B

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 105.00

ORDER DATE : July 28, 1995

ORDER TIME : 10:20 AM

ORDER NO. : 650230

300001548548...

CUSTOMER NO: 4656B

CUSTOMER: Kristy Hair, Legal Assistant  
Greenberg Traurig Hoffman  
15th Floor  
515 East Las Olas Boulevard  
Fort Lauderdale, FL 33301

DOMESTIC AMENDMENT FILING

95 JUL 28 AM 11:13  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUL 28 AM 11:24

NAME: GROSVENOR PARTNERS, LTD.

XXX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

*7/28/95*  
*BK*

**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
GROSVENOR PARTNERS, LTD.**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and Section 620.109 of the Florida Statutes, the undersigned, being the sole General Partner of **GROSVENOR PARTNERS, LTD.**, hereby duly executes and files with the Florida Secretary of State this Amended and Restated Certificate of Limited Partnership which supersedes the original Certificate of Limited Partnership which was filed on May 31, 1995.

1. The name of the limited partnership is **GROSVENOR PARTNERS, LTD.**
2. The business address and the mailing address of the limited partnership is **6550 North Federal Highway, Suite 240, Fort Lauderdale, Florida 33308.**
3. The name of the registered agent for service of process required by Section 620.105 of the Florida Statutes is:

**Keith Wasserstrom**

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

**515 E. Las Olas Blvd.  
15th Floor  
Ft. Lauderdale, Florida 33301**

5. **Acceptance of Appointment of Registered Agent:**

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

*Keith Wasserstrom*

**Keith Wasserstrom,  
Registered Agent**

Dated: June 1, 1995

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUL 28 AM 11:24

6. The name and business address of the general partner is as follows:

Knightsbridge of South Florida, Inc.  
6550 North Federal Highway  
Suite 240  
Fort Lauderdale, Florida 33308

pgs 000 25377

7. The latest date on which the limited partnership is to dissolve is December 31, 2042.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on the 16<sup>th</sup> day of Jan, 1995 in accordance with §620.114 of the Florida Statutes.

KNIGHTSBRIDGE OF SOUTH  
FLORIDA, INC., a Florida corporation.  
General Partner

By:

Kathleen Pike  
Kathleen Pike  
President

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
95 JUL 28 AM 11:24

STATE OF FLORIDA )

SS:

COUNTY OF Broward )

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of Jan, 1995 by Kathleen Pike as President of Knightsbridge of South Florida, Inc., a Florida corporation, on behalf of the corporation. She personally appeared before me, is personally known to me or produced WLA as identification, and [did] [did not] take an oath.

[NOTARIAL SEAL]

Notary: Francis B Brogan Jr

Print Name: FRANCIS B BROGAN JR

Notary Public, State of FL

My commission expires: \_\_\_\_\_

OFFICIAL NOTARY SEAL  
FRANCIS B BROGAN JR  
NOTARY-PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC348166  
MY COMMISSION EXP. FEB. 13, 1998



A95000000830

1201 BAYS STREET  
TALLAHASSEE, FL 32301

800-342-8086

**CSC networks**  
PRINTING, MAIL,  
LEGAL & FINANCIAL SERVICES

95 JUL 31 AM 10:46  
DIVISION OF CORPORATION

ACCOUNT NO. : 0721000000032  
REFERENCE : 650230 4636B  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 1002.50

ORDER DATE : July 28, 1995

ORDER TIME : 8:26 AM

ORDER NO. : 650230

CUSTOMER NO: 4636B *[Stamp]* 100001549291

CUSTOMER: Kristy Hair, Legal Assistant  
Greenberg Traub & Hoffman  
15th Floor  
515 East Las Olas Boulevard  
Fort Lauderdale, FL 33301

DOMESTIC AMENDMENT FILING

NAME: GROSVENOR PARTNERS, LTD.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUL 28 AM 11:27

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: *[Signature]*

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting the sole general partner of GROSVENOR PARTNERS, LTD., a Florida limited partnership, certifies as follows:

1. The amount of capital contributions to date of the limited partners is  
\$ 28,276,000.00.

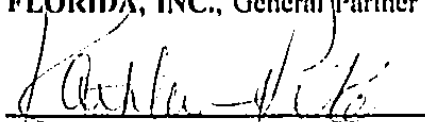
2. No further contributions by the limited partners are anticipated.

FURTHER AFFIANT SAYETH NOT.

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.

GROSVENOR PARTNERS, LTD., a  
Florida limited partnership

By: KNIGHTSBRIDGE OF SOUTH  
FLORIDA, INC., General Partner

  
Kathleen Pike  
President

FILED  
STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
95 JUL 28 AM 11:27

STATE OF FLORIDA )

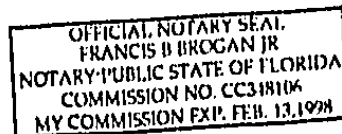
COUNTY OF Broward )

SS:

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of July, 1995 by Kathleen Pike as President of Knightsbridge of South Florida, Inc., a Florida corporation, on behalf of the corporation. She personally appeared before me, is personally known to me or produced N/A as identification, and [did] [did not] take an oath.

[NOTARIAL SEAL]

Notary: Francis D. Brogan Jr.  
Print Name: FRANCIS D. BROGAN JR.  
Notary Public, State of Florida  
My commission expires: \_\_\_\_\_



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUL 28 AM 11:27

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

95 DEC 20 PM 3:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership

1a. DOCUMENT #  
A95000000830

GROSVENOR PARTNERS, LTD.

96-AR

CM

DO NOT WRITE IN THIS SPACE

2. New Mailing Address, if Applicable

Suite, Apt. #, etc.

1110001674621  
-01/02/96--01013--017

City, State & Zip

\*\*\*576.25 \*\*\*576.25

2a. New Principal Office Address, if Applicable

Suite, Apt. #, etc.

City, State & Zip

Mailing Address

6550 NORTH FEDERAL HIGHWAY, SUITE 240  
FORT LAUDERDALE FL 33308

Principal Office Address

6550 NORTH FEDERAL HIGHWAY, SUITE 240  
FORT LAUDERDALE FL 33308

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

3. Date Formed or Registered to Do Business in  
FLORIDA  
05/31/1995

3a. Date of Last Report

4. State or Country of Formation  
FL

5a. Capital Contributions as Shown  
on Record  
\$28,276,000.00

5b. Amount of Capital Contributions in  
FLORIDA to date  
28,276,000

6. FEI Number  
65-0389292

Applied Fee  
Not Applicable

7. CERTIFICATE OF STATUS REQUIRED  
\$175 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 \$101.25 (\$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.

\$576.25

9. Name and Address of Current Registered Agent

WASSERSTROM, KEITH  
515 EAST LAS OLAS BLVD., 15TH FLOOR  
FT. LAUDERDALE FL 33301

10. If changed, new Registered Agent/Office

Name FRANK J. AVELLINO

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

4750 N.E. 23rd AVENUE

Suite, Apt. #, etc.

City, State & Zip  
FT. LAUDERDALE FL

Zip Code  
33308

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)

Frank J. Avellino

DATE 12/18/95

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

KNIGHTSBRIDGE OF SOUTH FLORI

11a. Address of Each General Partner  
(Do NOT Use Post Office Box Numbers)

6550 NORTH FEDERAL HI

11b. City, State & Zip Code

FORT LAUDERDALE FL 33

11c. Registration/  
Document Number

P95000025377

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 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.

SIGNATURE

Frank J. Avellino

DATE

12/18/95

Typed or Printed Name of General Partner Signing Form

FRANK J. AVELLINO

Telephone Number

305-776-7141

CR2E003 (6/95)

1201 HAYS STREET  
TALLAHASSEE, FL 32304-2007  
019409  
019409

800-342-8086

A95000000830



ACCOUNT NO. : 072100000032

REFERENCE : 019409 4331939

AUTHORIZATION :

COST LIMIT : \$ 1855.00

*Palm* *zzz*

ORDER DATE : July 15, 1996

ORDER TIME : 10:27 AM

ORDER NO. : 019409

400001893164

CUSTOMER NO: 4331939

CUSTOMER: Kristy Hair, Legal Assistant  
Greenberg Traurig Hoffman  
515 East Las Olas Boulevard  
Suite 1500  
Fort Lauderdale, FL 33301

DOMESTIC AMENDMENT FILING

NAME: GROSVENOR PARTNERS, LTD.

XX ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

*8/13/96*

96 AUG 13 PM 2:15

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

06 JUL 15 1996

**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
GROSVENOR PARTNERS, LTD.**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and Section 620.109 of the Florida Statutes, the undersigned, being the sole General Partner of **GROSVENOR PARTNERS, LTD.**, hereby duly executes and files with the Florida Secretary of State this Amended and Restated Certificate of Limited Partnership which supersedes the previous Amended and Restated Certificate of Limited Partnership which was filed on July 28, 1995. The partnership was originally filed on 5/31/95.

1. The name of the limited partnership is **GROSVENOR PARTNERS, LTD.**
2. The business address and the mailing address of the limited partnership is **6550 North Federal Highway, Suite 240, Fort Lauderdale, Florida 33308.**
3. The name of the registered agent for service of process required by Section 620.105 of the Florida Statutes is:

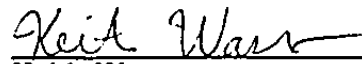
**Keith Wasserstrom**

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

**515 E. Las Olas Blvd.  
Suite 1500  
Ft. Lauderdale, Florida 33301**

5. **Acceptance of Appointment of Registered Agent:**

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

  
\_\_\_\_\_  
**Keith Wasserstrom,**  
**Registered Agent**  
**Dated: July 12, 1996**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 13 PM 2:15

6. The name and business address of the sole general partner is as follows:

Mayfair Ventures, G.P.  
6550 North Federal Highway  
Suite 240  
Fort Lauderdale, Florida 33308

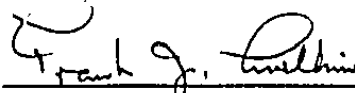
6P9600000513

7. The latest date on which the limited partnership is to dissolve is December 31, 2042.

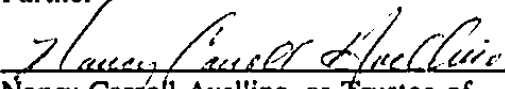
IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on the 16<sup>th</sup> day of April, 1996 in accordance with §620.114 of the Florida Statutes.

GROSVENOR PARTNERS, LTD., a Florida limited partnership

By: MAYFAIR VENTURES, G.P., a Florida general partnership, General Partner



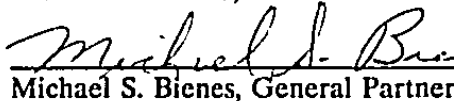
Frank J. Avellino, as Trustee of the Frank J. Avellino Declaration of Trust Number One as amended and restated January 26, 1990, as amended, General Partner



Nancy Carroll Avellino, as Trustee of the Nancy Carroll Avellino Revocable Trust under the Trust Agreement dated May 18, 1992, General Partner



Dianne K. Bienes, General Partner

  
Michael S. Bienes, General Partner

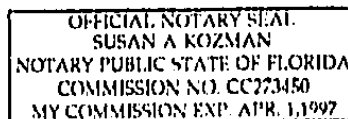
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
AUG 13 PM 2:15

)  
) SS;  
)

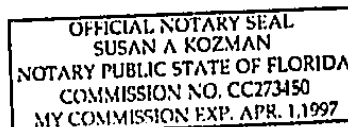
SECRET  
DIVISION OF INTELLIGENCE  
95 AUG 13 PM 5  
day  
avelling  
ended,

Notary: Jessan A. Kozman  
 Print Name: SUSAN A. KOZMAN  
 Notary Public, State of FLORIDA  
 My commission expires: 4/1/97

)  
) **SS:**  
)



Notary: Susan A Kozman  
Print Name: SUSAN A KOZMAN  
Notary Public, State of FLORIDA  
My commission expires: 4/1/97





STATE OF FLORIDA  
COUNTY OF BROWARD

SS:

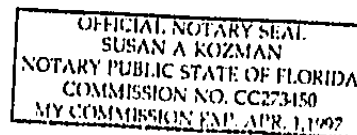
The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of April, 1996 by Dianne K. Bienes as General Partner of Mayfair Ventures, G.P., a Florida general partnership, the General Partner of Grosvenor Partners, Ltd., on behalf of the limited partnership. She personally appeared before me, is personally known to me or produced N/A as identification, and [did] [did not] take an oath.

[NOTARIAL SEAL]

Notary: Susan A Kozman  
Print Name: SUSAN A KOZMAN  
Notary Public, State of FLORIDA  
My commission expires: 4/1/97

STATE OF FLORIDA  
COUNTY OF BROWARD

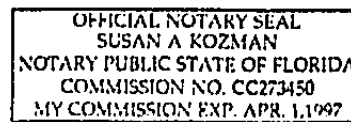
SS:



The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of April, 1996 by Michael S. Bienes as General Partner of Mayfair Ventures, G.P., a Florida general partnership, the General Partner of Grosvenor Partners, Ltd., on behalf of the limited partnership. He personally appeared before me, is personally known to me or produced N/A as identification, and [did] [did not] take an oath.

[NOTARIAL SEAL]

Notary: Susan A Kozman  
Print Name: SUSAN A KOZMAN  
Notary Public, State of FLORIDA  
My commission expires: 4/1/97



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 13 PM 2:15

**AFFIDAVIT**

BEFORE ME, the undersigned constituting the sole general partner of GROSVENOR PARTNERS, LTD., a Florida limited partnership, certifies as follows:

1. The amount of capital contributions to date of the limited partners is [\$28,276,000].

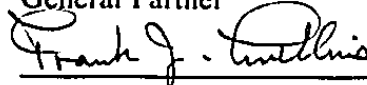
2. No further contributions by the limited partners are anticipated.

**FURTHER AFFIANT SAYETH NOT.**

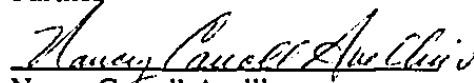
Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

**GROSVENOR PARTNERS, LTD., a  
Florida limited partnership**

By: **MAYFAIR VENTURES, G.P., a  
Florida general partnership,  
General Partner**



Frank J. Avellino, as Trustee of  
the Frank J. Avellino Declaration  
of Trust Number One as  
amended and restated January 26,  
1990, as amended, General  
Partner



Nancy Carroll Avellino, as  
Trustee of the Nancy Carroll  
Avellino Revocable Trust under  
the Trust Agreement dated May  
18, 1992, General Partner

FILED  
STATE  
SECRETARY OF CORPORATIONS  
95 AUG 13 PM 2:55

*Dianne K. Blenes*

Dianne K. Blenes, General

Partner

*Michael S. Blenes*

Michael S. Blenes, General

Partner

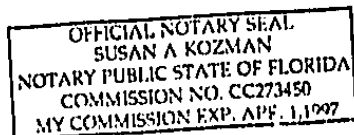
STATE OF FLORIDA

COUNTY OF BROWARD

)  
) SS:  
)

The foregoing instrument was acknowledged before me this 16th day of April, 1996 by Frank J. Avellino, as Trustee of the Frank J. Avellino Declaration of Trust Number One as amended and restated January 26, 1990, as amended, as General Partner of Mayfair Ventures, G.P., a Florida general partnership, on behalf of the partnership. He personally appeared before me, is personally known to me or produced N/A as identification, and [did] [did not] take an oath.

[NOTARIAL SEAL]



Notary: *Susan A Kozman*

Print Name: SUSAN A KOZMAN

Notary Public, State of FLORIDA

My commission expires: 4/1/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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STATE OF FLORIDA )  
COUNTY OF BROWARD )

SS:

The foregoing instrument was acknowledged before me this 16th day of April, 1996 by Nancy Carroll Avellino, as Trustee of the Nancy Carroll Avellino Revocable Trust under the Trust Agreement dated May 18, 1992, as General Partner of Mayfair Ventures, G.P., a Florida general partnership, on behalf of the partnership. She personally appeared before me, is personally known to me or produced N/A as identification, and [did] [did not] take an oath.

[NOTARIAL SEAL]

Notary: Susan A Kozman  
Print Name: SUSAN A KOZMAN  
Notary Public, State of FLORIDA  
My commission expires: 4/1/97

STATE OF FLORIDA )  
COUNTY OF BROWARD )

SS:

OFFICIAL NOTARY SEAL  
SUSAN A KOZMAN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC273450  
MY COMMISSION EXP. APR. 1, 1997

The foregoing instrument was acknowledged before me this 16th day of April, 1996 by Dianne K. Bienes as General Partner of Mayfair Ventures, G.P., a Florida general partnership, on behalf of the partnership. She personally appeared before me, is personally known to me or produced N/A as identification, and [did] [did not] take an oath.

[NOTARIAL SEAL]

Notary: Susan A Kozman  
Print Name: SUSAN A KOZMAN  
Notary Public, State of FLORIDA  
My commission expires: 4/1/97

OFFICIAL NOTARY SEAL  
SUSAN A KOZMAN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC273450  
MY COMMISSION EXP. APR. 1, 1997

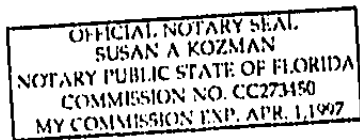
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STATE OF FLORIDA           )  
                                      )  
COUNTY OF BROWARD        )     SS:

The foregoing instrument was acknowledged before me this 16th day of April, 1996 by Michael S. Bienes as General Partner of Mayfair Ventures, G.P., a Florida general partnership, on behalf of the partnership. He personally appeared before me, is personally known to me or produced N/A as identification, and [did]-[did not] take an oath.

[NOTARIAL SEAL]

Notary: Susan A Kozman  
Print Name: SUSAN A KOZMAN  
Notary Public, State of FLORIDA  
My commission expires: 4/1/97



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