

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

800-342-8086



A95000000975

ACCOUNT NO. : 072100000032

REFERENCE : 627050 80970A

AUTHORIZATION :

COST LIMIT : 9 PPD

500001528745
-07/03/95--01001--011
***1785.00 ***1785.00

ORDER DATE : June 27, 1995

ORDER TIME : 9:38 AM

ORDER NO. : 627050

CUSTOMER NO: 80970A

CUSTOMER: Allen J. Rapoport, Esq
RAPOPORT & TRIAY

Suite 1110
999 Ponce De Leon Boulevard
Coral Gables, FL 33134

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 27 PM 3:53

500001528745
-07/03/95--01001--012
*****61.25 *****61.25

DOMESTIC FILING

NAME: PHILANN, LTD.

G. TAX 8.75
FILING 1750.00
R. AGENT FEE 350.00
C. COPY 52.50
TOTAL \$ 1,846.25
V. BANK _____
BALANCE DUE _____
FFIND _____

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: h/c

6/27/95
h/c

CERTIFICATE OF LIMITED PARTNERSHIP

OF PHILANN ENTERPRISES, LTD.

The parties desiring to form a limited partnership under the Florida Uniform Limited Partnership Act do hereby certify as follows:

I. *The name of the Partnership:*

PHILANN ENTERPRISES, LTD.

II. *The character of the business:*

The purpose of the Partnership is to acquire real property, to hold the Property for investment, to operate and lease the Property, and to mortgage, sell, transfer, and exchange or otherwise convey and encumber the Property and the improvements thereon at any time and from time to time in the discretion of the General Partner, in conjunction with and in cooperation with any co-owners of the Property; and, to do any and all other acts which may be necessary, incidental or convenient to carry on the business of the Partnership. Without limitation on the foregoing, the Partnership may incur indebtedness, secured or unsecured, including loans by the Partners, or any of them, to the Partnership, for any of the purposes of the Partnership; and, the Partnership may engage in any other lawful business activity necessary to protect or enhance the assets of the Partnership.

III. *The location of the principal place of business of the partnership:*

5820 Miami Lakes Drive, Miami Lakes, Florida 33014. The mailing address shall be the same.

IV. *The name and place of residence of each member; general and limited partners being respectively designated:*

General Partner

Philann Investment Corporation,
a Florida corporation

Limited Partners

Roni O. Cohen-Liberman

Jeffrey M. Cohen

Lewis R. Cohen

Place of Residence

5820 Miami Lakes Drive
Miami Lakes, FL 33014

Place of Residence

106 Landing Drive
Chapel Hill, NC 27514

3060 Alton Road
Miami Beach, FL 33140

12500 N. Bayshore Drive

RECEIVED
JAN 27 1983
PHILANN ENTERPRISES, LTD.

North Miami, FL 33181

William D. Cohen

5820 Miami Lakes Drive
Miami Lakes, FL 33014

V. *The term for which the partnership is to exist:*

The term of existence shall be from the date of the filing of this Certificate of Limited Partnership until the dissolution, which shall be:

- (a) April 30, 2015;
- (b) the General Partner may, in its sole discretion, dissolve the Partnership prior to the end of the Partnership term by giving 30 days' prior written notice to each of the Limited Partners; or
- (c) upon the death or insanity of the sole remaining general partner without appointment of a successor general partner, the removal of the sole remaining general partner or substitute general partner or the retirement, bankruptcy, or insolvency of any general partner or substitute general partner in each instance without appointment of a successor general partner.

VI. *The amount of cash and description of and the agreed value of the other property, if any, contributed by the limited partners:*

General Partner

Contribution

Philann Investment Corporation, \$6,000.00
a Florida corporation

Limited Partners

Contribution

Roni O. Cohen-Liberman \$97,500.00
Jeffrey M. Cohen 97,500.00
Lewis R. Cohen 97,500.00
William D. Cohen 48,750.00

VII. The street address of the initial registered office of the Limited Partnership shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the Limited Partnership at that address is Corporation Service Company.

VIII. *The additional contribution, if any, agreed to be made by the limited partners and the times at which or events on the happening of which they shall be made.*

IX. *All additional contributions of the capital shall be made in accordance with the percentage interest of each limited and general partner as set forth opposite his/her or its name as shown in paragraph IX hereinbelow. The necessity for the amount of and the time of payment of each such additional contribution to capital shall be determined by a majority vote of the General Partners.*

X. *The time, if agreed upon, when the contribution of the limited partners is to be returned.*

XI. *Upon dissolution of the partnership and liquidation of partnership assets, if sufficient proceeds are then available.*

XII. *The share of the profits or other compensation by way of income which the limited partners shall receive by reason of their contribution:*

<u>General Partner</u>	<u>Percentage</u>
Philann Investment Corporation.	2%

<u>Limited Partners</u>	<u>Percentage</u>
Roni O. Cohen-Liberman	28.07%
Jeffrey M. Cohen	28.07%
Lewis R. Cohen	28.07%
William D. Cohen	13.79%

XIII. *The right, if given, of a limited partner to substitute an assignee as contribution in his place, and the terms and conditions of the substitution:*

Upon the majority consent of the general partners.

XIV. *The right, if given, of the partners to admit additional limited partners:*

Upon the majority consent of the general partners.

XV. *The right, if given, of one or more of the limited partners to priority over other limited partners as to contributions or as to compensation by way of income, and the nature of such priority:*

None.

XVI. The right, if given, of the remaining general partner or partners to continue the business on the dissolution, death, retirement, or insanity of a general partner:

The remaining general partner or partners, if any, may continue the business of the partnership.

XVII. The right, if given, of a limited partner to demand and receive property other than cash in return for his contribution:

Only upon the majority consent of the general partners.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been duly executed and sworn to by the parties hereto as of the 26th day of June, 1995.

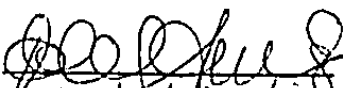
WITNESS:

NAME OF PARTNER

PERCENTAGE
OF INTEREST

General Partner:


PHILANN INVESTMENT
CORPORATION, a Florida
corporation

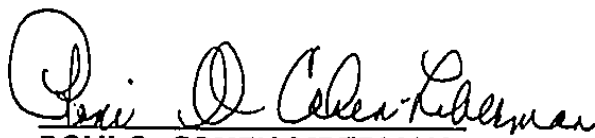

Print: Carol Ann Santos

By: 
WILLIAM D. COHEN, President


2%

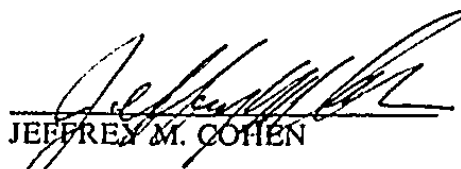
Limited Partners:


Print: Carol Ann Santos



RONI O. COHEN-LIBERMAN

28.07%


Print: Carol Ann Santos


JEFFREY M. COHEN

28.07%


Print: Carol Ann Santos


LEWIS R. COHEN

28.07%

[Signature]
Miguel Covarrubias

[Signature]
WILLIAM D. COHEN

13.79
JUN 27 PM 3:53
RECEIVED
CLERK OF COURT
STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF DADE

The foregoing Certificate of Partnership for Philann, Ltd., was acknowledged before me this 26th day of June, 1995, by **WILLIAM D. COHEN**, as President of **PHILANN INVESTMENT CORPORATION**, as general partner of Philann, Ltd., who is personally known to me or has produced _____ as identification.

[Signature]
Notary Public

Print Name: _____
Commission Number: _____
My Commission Expires: _____

OFFICIAL NOTARY SEAL
MARIA ESTHER LOPEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC271716
MY COMMISSION EXP. MAR. 5, 1997

STATE OF NORTH CAROLINA
COUNTY OF Orange

The foregoing Certificate of Partnership for Philann, Ltd., was acknowledged before me this 20th day of June, 1995, by **RONI O. COHEN-LIBERMAN** as limited partner, acting for and on behalf of Philann, Ltd., who is personally known to me or has produced a driver's license as identification.

[Signature]
Notary Public

Print Name: Cathleen C. Lucas
Commission Number: _____
My Commission Expires: 12-20-97

STATE OF FLORIDA
COUNTY OF DADE

The foregoing Certificate of Partnership for Philann, Ltd., was acknowledged before me this 26th day of June, 1995, by JEFFREY M. COHEN as limited partner, acting for an on behalf of Philann, Ltd., who is personally known to me or has produced _____ as identification.

RECEIVED
JUN 27 1995
NOTARY PUBLIC
STATE OF FLORIDA

Maria Esther Lopez
Notary Public

Print Name: _____
Commission Number: _____
My Commission Expires: _____

OFFICIAL NOTARY SEAL
MARIA ESTHER LOPEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC271716
MY COMMISSION EXP. MAR. 5, 1997

STATE OF FLORIDA
COUNTY OF DADE

The foregoing Certificate of Partnership for Philann, Ltd., was acknowledged before me this 2/31 day of June, 1995, by LEWIS R. COHEN as limited partner, acting for an on behalf of Philann, Ltd., who is personally known to me or has produced _____ as identification.

Maria Esther Lopez
Notary Public

Print Name: _____
Commission Number: _____
My Commission Expires: _____

OFFICIAL NOTARY SEAL
MARIA ESTHER LOPEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC271716
MY COMMISSION EXP. MAR. 5, 1997

STATE OF FLORIDA
COUNTY OF DADE

The foregoing Certificate of Partnership for Philann, Ltd., was acknowledged before me this 26th day of June, 1995, by WILLIAM D. COHEN as limited partner, acting for and on behalf of Philann, Ltd., who is personally known to me or has produced _____ as identification.

Maria Esther Lopez
Notary Public

Print Name: _____

Commission Number: _____

My Commission Expires: _____

OFFICIAL NOTARY SEAL
MARIA ESTHER LOPEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC271716
MY COMMISSION EXPI. MAR. 5, 1997

LRC/es
June 9, 1995
l:\es\colli-ste.clp

FILED
CLERK OF DISTRICT COURT
DIVISION 1
JUN 21 1995
54

AFFIDAVIT OF LIMITED PARTNERSHIP

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

RECEIVED
DIVISION OF CORPORATIONS
JUN 27 PM 3:54

BEFORE ME the undersigned authority personally appeared WILLIAM D. COHEN, Individually and as President of PHILANN INVESTMENT CORPORATION, a Florida corporation, RONI O. COHEN-LIBERMAN, JEFFREY M. COHEN AND LEWIS R. COHEN, to me well known who after, being first duly sworn, depose and state as follows:

1. We, the undersigned Affiants, are all over the age of 21 years and make this Affidavit upon our own personal knowledge.

, a Florida limited partnership, is Philann Investment Corporation, a Florida corporation. The limited partners are Roni O. Cohen-Liberman, Jeffrey M. Cohen, Lewis R. Cohen and William D. Cohen.

3. The amount of the capital contribution of the limited partners is as follows:

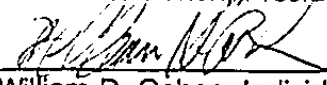
Roni O. Cohen-Liberman	\$97,500.00
Jeffrey M. Cohen	\$97,500.00
Lewis R. Cohen	\$97,500.00
William D. Cohen	\$48,750.00

4. No additional contributions by the limited partners are contemplated at this time.

FURTHER AFFIANTS SAYETH NAUGHT.

PHILANN INVESTMENT CORPORATION

By: 
William D. Cohen, President


William D. Cohen, Individually

Roni O. Cohen-Liberman
Roni O. Cohen-Liberman

Jeffrey M. Cohen
Jeffrey M. Cohen

Lewis R. Cohen
Lewis R. Cohen

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 27 PM 3:54

STATE OF FLORIDA }
 }SS:
COUNTY OF DADE }

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, William D. Cohen, Individually and as President of Philann Investment Corporation, Jeffrey M. Cohen and Lewis R. Cohen, to me known to be the persons described in and who executed the foregoing instruments and who acknowledged before me that they executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida this 26th day of June, 1995.

Maria Esther Lopez
Notary Public, State of Florida
at Large

Print Name:
Commission Number:
My Commission Expires:

OFFICIAL NOTARY SEAL
MARIA ESTHER LOPEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC271716
MY COMMISSION EXP. MAR. 5, 1997

Seal

STATE OF NORTH CAROLINA }
 }SS:
COUNTY OF Orange }

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Roni O. Cohen-Liberman, to me known to be the person described in or who has produced a drivers license as identification and who executed the foregoing instruments and who acknowledged before me that he/she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal
at Chapel Hill, Orange County, North Carolina this 30th day of
June, 1995.

Cathleen C. Lucas
Notary Public, State of North Carolina
at Large

Print Name: Cathleen C. Lucas
Commission Number:
My Commission Expires: 12-20-97

Seal

LRC:ml
phil-aff.lp
June 9, 1995

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 27 PM 3:54

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN LIMITED PARTNERSHIP

Corporation Service Company, a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the limited partnership named above, and having been designated as the Registered Agent in the above and foregoing partnership, is familiar with and accepts the obligations of the position of Registered Agent under Section 620.105, Florida Statutes.

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 27 PM 3:54

A95000000975

SCHARLIN, LANZETTA, COHEN, COHN AND EHRN
ATTORNEYS AT LAW
UNITED NATIONAL BANK BUILDING
1399 N.W. FIRST AVENUE
MIAMI, FLORIDA 33130

400001554694
-08/08/95--01042--007
*****35.00 *****35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG -7 PM 1:38

SH 8/9

Examiner's Initials _____

**LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT, OR BOTH**

Pursuant to the provisions of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership 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.

1. Philann Enterprises, Ltd. [name of limited partnership]
2. June 27, 1995 [date of filing/registration in Florida]
3. A95000000975 [document number assigned]
4. The name and address of the present registered agent and office:

Corporation Service Company, a Delaware corporation,
authorized to transact business in the state of Florida
5820 Miami Lakes Drive
Miami Lakes, Florida 33014

5. The name and street address of the successor registered agent and office (P. Box not acceptable)

Lewis R. Cohen
1399 S.W. First Avenue, 4th Floor
Miami, Florida 33130

Such change was authorized by the general partners.

Philann Investment Corporation, a Florida corporation

By: William D. Cohen
William D. Cohen, President (General Partner)

7/31/95
Date

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, 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.

Lewis R. Cohen
Lewis R. Cohen, Registered Agent

8/2/95
Date

Filing Fee: \$35.00
Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
AUG - 7 PM 1:38

**FILE ON OR BEFORE APRIL 5, 1996 TO AVOID
REVOCATION AND \$500 PENALTY FEE**

**LIMITED PARTNERSHIP
ANNUAL REPORT
1996**



FLORIDA DEPARTMENT OF STATE
Sandra Northing
Secretary of State
DIVISION OF CORPORATIONS

FILED
96 FEB -9 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership PHILANN ENTERPRISES, LTD.	1n. DOCUMENT # A95000000975
--------------------------------------------------------------------	---------------------------------------

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

3. Date Form Sent or Registered to the Division in FLORIDA 06/27/1995	3n. Date of Last Report	4. State or Country of Formation FL
-------------------------------------------------------------------------------------------	-------------------------	-----------------------------------------------

5n. Capital Contributions as Shown on Record \$341,250.00	5b. Amount of Capital Contributions in FLORIDA to date 289,500	6. FIC Number SH-65-0587365	Applied For Not Applicable	7. CERTIFICATE OF STATUS REQUIRED \$3.75 Additional Fee required for a Certificate of Status <input type="checkbox"/>
---------------------------------------------------------------------	-----------------------------------------------------------------------------	---------------------------------------	-------------------------------	---------------------------------------------------------------------------------------------------------------------------------

8. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5n 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 \$138.75 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75).
If the amount entered in 5b is greater than amount entered in 5n, 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 COHEN, LEWIS R 1399 S.W. FIRST AVE. 4TH FLOOR MIAMI FL 33130	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 620.102, 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
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

11. Name(s) of General Partner(s) PHILANN INVESTMENT CORPORATI	11a. Address of Each General Partner (Do NOT Use Post Office Box Number) 5820 MIAMI LAKES DRIV	11b. City, State & Zip Code MIAMI LAKES FL 33014	11c. Registered Document Number P95000031018
--------------------------------------------------------------------------	-------------------------------------------------------------------------------------------------------------	------------------------------------------------------------	--------------------------------------------------------

NOTE: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I, the undersigned, certify that the information supplied on this form is true and correct, and I am not qualified to be the agent for the State of Florida. I hereby request the Division of Corporations to file this report and to issue a certificate of status for this limited partnership. I understand that the information supplied on this form is subject to audit by the Division of Corporations. I understand that the information supplied on this form is subject to audit by the Division of Corporations. I understand that the information supplied on this form is subject to audit by the Division of Corporations.

SIGNATURE DATE **2/7/96**
WILLIAM D. COHEN
Typed or Printed Name of General Partner Signing Form **305-556-4601**

CR2EC03 (1/95)