A95000000996

(904)222-0191 FAX

CSC networks
PRENTICE HALL LEGAL & FINANCIAL SERVICES

FILED
1995 JUN 30 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 629676 6386A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : June 30, 1995

ORDER TIME : 10:03 AM

ORDER NO. : 629676

CUSTOMER NO: 6386A

CUSTOMER: Justin Wilson, Legal Assistant
ADORNO & ZEDER, P.A.

Suite 1600
2601 South Bayshore Drive
Miami, FL 33133

600001532766
-07/07/95--01035--001
***1037.50 ***1037.50

File
2nd

DOMESTIC FILING

NAME: 65-45 MIRACLE MILE,

C. TAX
FILING 175.00
R. AGENT FEE 35
C. COPY 105.00
TOTAL 1,890.00
N. BANK
BALANCE DUE
REFUND

___ ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

600001532766
-07/07/95--01035--002
*****52.50 *****52.50

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX 2 NEEDED CERTIFIED COPY
___ PLAIN STAMPED COPY
___ CERTIFICATE OF GOOD STANDING

6/30/95a

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

FF - $1,750.00
RA - 35.00
2CC - 105.00

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

65-45 MIRACLE MILE, LTD.

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes, do hereby execute and file this Certificate of Limited Partnership.

1. NAME.

The name of the Limited Partnership is:

65-45 MIRACLE MILE, LTD.

2. ADDRESS OF LIMITED PARTNERSHIP.

The address of the office of the Limited Partnership is:

65-45 Miracle Mile, Ltd.
c/o Mr. Robert C. Fielding
Park Regent Building
184 Bradley Place
Palm Beach, Florida 33480

3. REGISTERED AGENT.

The name and address of the Registered Agent for the Limited Partnership is:

A Z Registered Agent Corporation
2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133

4. GENERAL PARTNER.

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

65-45 Miracle Mile, Inc.
Park Regent Building
184 Bradley Place
Palm Beach, Florida 33480

5. MAILING ADDRESS.

The mailing address for the Limited Partnership is as follows:

65-45 Miracle Mile, Ltd.
c/o Mr. Robert C. Fielding
Park Regent Building
184 Bradley Place
Palm Beach, Florida 33480

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TALLAHASSEE, FLORIDA

6. DISSOLUTION DATE.

The latest date upon which the Limited Partnership is to dissolve is June 1, 2045.

7. DATE OF FORMATION OF LIMITED PARTNERSHIP.

The Limited Partnership shall be deemed formed on June 1, 1995, or at such later date when the Certificate of Limited Partnership is filed.

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited Partnership to be executed on this 25 day of May, 1995.

65-45 MIRACLE MILE, INC.,
General Partner

By: Robert C. Fielding
Robert C. Fielding,
President

ACCEPTANCE BY REGISTERED AGENT

Pursuant to Sections 620.105 and 620.192 of the Florida Statutes, the undersigned accepts appointment as registered agent for 65-45 MIRACLE MILE, LTD., a Florida limited partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 21 day of May, 1995.

A Z REGISTERED AGENT CORPORATION

By: _____
Martin J. Nash,
Vice President

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned General partner of 65-45 MIRACLE MILE, LTD. (the "Limited Partnership"), being duly sworn, deposes and says:

The total original capital contributions of the limited partners of the Limited partnership is $500,000 and there are no anticipated future capital contributions of the limited partners.

65-45 MIRACLE MILE, INC.,
General Partner

By: _____
Robert C. Fielding
President

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TALLAHASSEE, FLORIDA

STATE OF New York)
) SS:
COUNTY OF New York)

The foregoing instrument was acknowledged before me this 25 day of May, 1995 by ROBERT C. FIELDING, as President of 65-45 MIRACLE MILE, INC., a Florida corporation, on behalf of the Corporation. He is personally known to me ~~or has~~ produced _____ as identification and did take an oath.

_____
Notary Public

My commission expires: 2/28/97

GEORGIA BAYAZES
Notary Public, State of New York
No. 5022585
Qualified in Kings County
Commission Expires ~~March 30, 19__~~ Feb 28 97

A:\CERT.LTD
052395/2/dl

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

LIMITED PARTNERSHIP ANNUAL REPORT
1996

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

FILED
96 FEB 23 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

65-45 MIRACLE MILE, LTD.

1a. DOCUMENT #
A95000000996

9L-AR
Cus

Mailing Address
C/O MR. ROBERT C. FIELDING
184 BRADLEY PLACE, PARK REGENT BLDG
PALM BEACH FL 33400

Principal Office Address
C/O MR. ROBERT C. FIELDING
184 BRADLEY PLACE, PARK REGENT BLDG
PALM BEACH FL 33400

CM

2. New Mailing Address, if Applicable
Suite, Apt. #, etc.
City, State & Zip

100001723601
-02/26/96--01014--015
****585.00 ****585.00

2a. New Principal Office Address
Suite, Apt. #, etc.
City, State & Zip

If above addresses are incorrect 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: 06/30/1995
3a. Date of Last Report:
4. State or Country of Formation: FL

5a. Capital Contributions as Shown on Record: $500,000.00
5b. Amount of Capital Contributions in FLORIDA to date:
6. FEI Number: 13-6087014
Applied For / Not Applicable
7. CERTIFICATE OF STATUS REQUIRED — $8.75 Additional Fee required for a Certificate of Status [X]

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. $130.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN $183.25 ($52.50 + $130.75) AND NO MORE THAN $576.25 ($437.50 + $130.75).
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
A Z REGISTERED AGENT CORPORATION
2601 SOUTH BAYSHORE DR.
STE. 1600
MIAMI 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

10a. Pursuant to the provisions of sections 620.105 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) ______ 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)	11a. Address of Each General Partner	11b. City, State & Zip Code	11c. Registration/Document Number
65-45 MIRACLE MILE, INC.	184 BRADLEY PLACE, PA	PALM BEACH FL 33480	P95000051245

CP2E003 (11/95)

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

12. [illegible fine print certification statement]

SIGNATURE 65-45 Miracle Mile, Inc.
By: [signature]
Robert C. Fielding, Pres.
Typed or Printed Name of General Partner Signing Form

DATE 2/16/96
Telephone Number

0001130