

A95000001170

FLEMING, HAILE, SHAW & GUNDLACH, P. A.
ATTORNEYS
THREE GOLDEN PALM PLAZA, SUITE 100
11780 U.S. HIGHWAY ONE
NORTH PALM BEACH, FLORIDA 33408

Telephone: (407) 827-8100
Facsimile: (407) 622-7603

July 28, 1995

Secretary of State
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
95 AUG - 1 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
000000551030
-08/01/95--01093--001
***1785.00 ***1785.00

Re: **CERTIFICATE OF LIMITED PARTNERSHIP OF
HALLMARK BEACH INVESTORS, LTD.**

Dear Gentlemen/Ladies:

We enclose two (2) counterpart executed originals of Certificate of Limited Partnership and Affidavit Declaring Capital Contributions of **HALLMARK BEACH INVESTORS, LTD.** We would appreciate your filing one (1) original Certificate pursuant to Section 620.116, Florida Statutes, and date stamp and return the other as filed for the Limited Partnership's records.

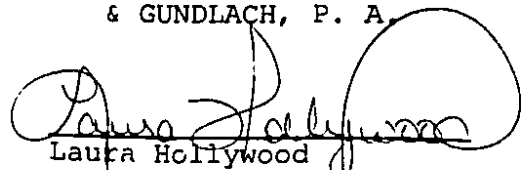
Please note that the Certificate of Limited Partnership includes a designation of FHS CORPORATE SERVICES, INC. as Registered Agent for the Limited Partnership along with the acceptance of such designation.

We also enclose our client's check payable to the Department of State in the amount of \$1,785.00 in payment of the \$1,750.00 filing fee for the \$1,152,500.00 anticipated capital contributions declared in Affidavit and the \$35.00 designation fee for Registered Agent.

Thank you for your attention to this matter.

Very truly yours,

FLEMING, HAILE, SHAW
& GUNDLACH, P. A.


Laura Hollywood
Secretary to
James H. Schnare II, Esq.

Enclosure

C:\AMIPRO\DOCS\H026\004SOSLTR1.SAM

**CERTIFICATE OF LIMITED PARTNERSHIP OF
HALLMARK BEACH INVESTORS, LTD.**

THE UNDERSIGNED, desiring to form a limited partnership (the "Partnership") in accordance with the requirements of Section 620.108 of the Uniform Limited Partnership Act of 1986 (the "Act"), does hereby sign this Certificate of Limited Partnership and swear to the annexed Affidavit Regarding Capital Contributions, as follows:

1. The name of the Partnership is **HALLMARK BEACH INVESTORS, LTD.**
2. The address of the office where the records of the Partnership are maintained as required by Section 620.106 of the Act is 433 Plaza Real, Suite 275, Boca Raton, Florida 33432. The name and address of the registered agent of the Partnership upon whom process may be served is FHS Corporate Services, Inc., 11780 U. S. Highway One, Suite 300, North Palm Beach, Florida 33408.
3. The name of the sole General Partner of the Partnership is Hallmark Beach Properties, Inc., its business address is 433 Plaza Real, Suite 275, Boca Raton, Florida 33432.
4. The mailing address of the Partnership is 433 Plaza Real, Suite 275, Boca Raton, Florida 33432.
5. The latest date on which the Partnership is to be dissolved is December 31, 2045.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 31st day of JULY, 1995.

HALLMARK BEACH PROPERTIES, INC.
as Sole General Partner

By: 
Roger E. Hall, President

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Limited Partnership. We are familiar with, and accept, the obligations of, Section 620 of the Florida Statutes.

FHS CORPORATE SERVICES, INC.,
a Florida corporation

By: 
James H. Schnare II, President

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James H. Schnare II, Esq.
FLEMING, HAILE, SHAW & GUNDLACH, P.A.
11780 U. S. #1, Suite 300
North Palm Beach, FL 33408
(407) 627-8100
Fla. Bar No.: 332739

AFFIDAVIT DECLARING CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

FILED
95 AUG - 1 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Roger E. Hall, known to me, who being first duly sworn, did depose and say as follows:

1. I am the President of Hallmark Beach Properties, Inc., the sole General Partner named in the Certificate of Limited Partnership of **HALLMARK BEACH INVESTORS, LTD.** (the "Partnership"). I have been duly authorized to and do make this Affidavit on behalf of the corporate General Partner of the Partnership pursuant to the requirements of Section 620.108 of the Uniform Limited Partnership Act of 1986.

2. The amount of capital contributions of the Limited Partners of the Partnership and the amount anticipated to be contributed by them is a total of One Million One Hundred Fifty-two Thousand Five Hundred and No/100 dollars (\$1,152,500.00).

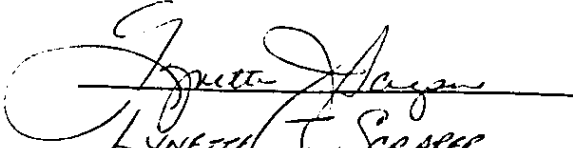
HALLMARK BEACH PROPERTIES, INC.
as Sole General Partner

By: 
Roger E. Hall, as President of Hallmark
Beach Properties, Inc., General Partner

SWORN TO AND SUBSCRIBED BEFORE ME, this 31st day of July,
1995, by Roger E. Hall. He is personally known to me or has produced _____
_____ as identification.

NOTARY PUBLIC STATE OF FLORIDA

SEAL:


LYNETTE J. SCAPER
[Printed Name of Notary]

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: Sept. 24, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

James H. Schnare II, Esq.
FLEMING, HAILE, SHAW & GUNDLACH, P.A.
11780 U. S. #1, Suite 300
North Palm Beach, FL 33408
(407) 627-8100
Fla. Bar No.: 332739

**CERTIFICATE OF LIMITED PARTNERSHIP OF
HALLMARK BEACH INVESTORS, LTD.**

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2. The address of the office where the records of the Partnership are maintained as required by Section 620.106 of the Act is 433 Plaza Real, Suite 275, Boca Raton, Florida 33432. The name and address of the registered agent of the Partnership upon whom process may be served is FHS Corporate Services, Inc., 11780 U. S. Highway One, Suite 300, North Palm Beach, Florida 33408.
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4. The mailing address of the Partnership is 433 Plaza Real, Suite 275, Boca Raton, Florida 33432.
5. The latest date on which the Partnership is to be dissolved is December 31, 2045.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 31st day of July, 1995.

HALLMARK BEACH PROPERTIES, INC.
as Sole General Partner

By: 
Roger E. Hall, President

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Limited Partnership. We are familiar with, and accept, the obligations of, Section 620 of the Florida Statutes.

FHS CORPORATE SERVICES, INC.,
a Florida corporation

By: 
James H. Schnare II, President

C:\AMI PROJ\DOCS\H026\004CERHALLM.SAM

James H. Schnare II, Esq.
FLEMING, HAILE, SHAW & GUNDLACH, P.A.
11780 U. S. #1, Suite 300
North Palm Beach, FL 33408
(407) 627-8100
Fla. Bar No.: 332739

AFFIDAVIT DECLARING CAPITAL CONTRIBUTIONS

FILED
95 AUG - 1 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Roger E. Hall, known to me, who being first duly sworn, did depose and say as follows:

1. I am the President of Hallmark Beach Properties, Inc., the sole General Partner named in the Certificate of Limited Partnership of **HALLMARK BEACH INVESTORS, LTD.** (the "Partnership"). I have been duly authorized to and do make this Affidavit on behalf of the corporate General Partner of the Partnership pursuant to the requirements of Section 620.108 of the Uniform Limited Partnership Act of 1986.

2. The amount of capital contributions of the Limited Partners of the Partnership and the amount anticipated to be contributed by them is a total of One Million One Hundred Fifty-two Thousand Five Hundred and No/100 dollars (\$1,152,500.00).

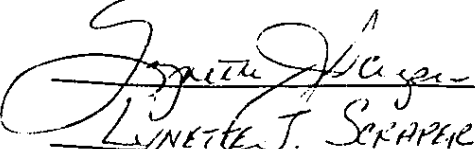
HALLMARK BEACH PROPERTIES, INC.
as Sole General Partner

By: 
Roger E. Hall as President of Hallmark
Beach Properties, Inc., General Partner

SWORN TO AND SUBSCRIBED BEFORE ME, this 31ST day of July,
1995, by Roger E. Hall. He is personally known to me or has produced _____
_____ as identification.

NOTARY PUBLIC STATE OF FLORIDA

SEAL:


LYNETTE J. SCRAPER
[Printed Name of Notary]

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: Sept. 24, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

James H. Schrara II, Esq.
FLEMING, HAILE, SHAW & GUNDLACH, P.A.
11780 U. S. #1, Suite 300
North Palm Beach, FL 33408
(407) 627-8100
Fla. Bar No.: 332739

FILE 0/1 OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$600 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

1/10

1. Name of Limited Partnership

1a. DOCUMENT # 96 JAN -2 AM 9:54
A95000001170

HALLMARK BEACH INVESTORS, LTD.

DO NOT WRITE IN THIS SPACE

2. New Mailing Address, If Applicable

State, Apt. #, etc.

300001685773

City, State & Zip

01/10/96-01155-007

***576.25 ***576.25

2a. New Principal Office Address, If Applicable

State, Apt. #, etc.

City, State & Zip

Mailing Address

400 PLAZA REAL SUITE 275
BOCA RATON FL 33432

Principal Office Address

400 PLAZA REAL SUITE 275
BOCA RATON FL 33432

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

08/01/1995

3a. Date of Last Report

4. State or Country of Formation

FL

5a. Capital Contributions as Shown
on Record

\$1,152,500.00

5b. Amount of Capital Contributions in
FLORIDA to date

\$1,152,500.00

6. FEI Number

X

Applied For

7. CERTIFICATE OF STATUS REQUIRED

Not Applicable

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 607.183, 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

FHS CORPORATE SERVICES, INC.
11700 U.S. HIGHWAY ONE, SUITE 300
NORTH PALM BEACH FL 33408

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 620.192, 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

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

HALLMARK BEACH PROPERTIES, INC.

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

433 PLAZA REAL SUITE

11b. City, State & Zip Code

BOCA RATON FL 33432

11c. Registration
Document Number

V01271

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 on 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

Roger Evans Hall

DATE

28 Dec '95

Typed or Printed Name of General Partner Signing Form

Roger Evans Hall

Telephone Number

407/362-5234

CR2E013 (6/95)