

KATZ, BARRON, SQUITERO & FAUST, P.A.

BERNARD ALLEN
DAVID S. DROBNER
ERICA L. ENGLISH
MARC L. FAUST
HOWARD L. FRIEDBERG
CAROLE KENIN GANGUZZA
ROBERT C. GRADY
RICHARD B. IVANS
MICHAEL D. KATZ
LEONOR M. LAGOMASINO
CARLOS M. MACHADO
ANTHONY H. PELLE
WILLIAM D. ROHRER
JOHN R. SQUIERO
JOSE I. VALDES
ALBERTO J. XIKUES

DADE (305) 856-2444
BOCA RATON (305) 781-4720
BROWARD (305) 522-3636
TELECOPIER (305) 285-9227

RONALD M. BARRON
(1945-1994)
AGUSTIN DE GOYTISOLO
SENIOR COUNSEL
OF COUNSEL
JUAN J. RODRIGUEZ
MILLICENT PELLE
(305) 756-0405

August 7, 1995

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

Attention: Limited Partnerships, New Filings

Re: RES INVESTMENTS LIMITED
Our File No. 30770001

Dear Sir or Miss:

Enclosed please find the Certificate and Affidavit of Florida Limited Partnership of RES Investments Limited, a Florida limited partnership, for filing, together with our firm check in the sum of \$1,750.00 representing the filing fee. Please be kind enough to process this Certificate for filing and return a stamped copy, together with the appropriate certificate, in the envelope provided.

Should you have any question regarding this matter, please do not hesitate to contact the undersigned.

Very truly yours,

KATZ, BARRON, SQUITERO & FAUST, P.A.

Sue Zimmerman
Sue Zimmerman, Paralegal

Name	
Availability	
Document	
Examiner	
Translator	/sjz enclosures
cc:	RES In Willia John R
W. P. Verifier	hr\...\spieelman\307 uuu

C. TAX _____
 FILING 35.00
 RECEIPT FEE _____
 OTHER _____
 TOTAL _____
 BALANCE DUE _____
 REFUND _____

W95000016112

A9500001214



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 10, 1995

SUE ZIMMERMAN
KATZ BARRON SQUITERO & FAUST, P.A.
2699 SOUTH BAYSHORE DRIVE, SEVENTH FLOOR
MIAMI, FL 33133-5494

SUBJECT: RES INVESTMENTS LIMITED
Ref. Number: W95000016112

We have received your document for RES INVESTMENTS LIMITED and check(s) totaling \$1750.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

You failed to send the registered agents fee.

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 (904) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 495A00037531

FILED
JUN 15 1995
FBI - TAMPA
TAMPA, FLORIDA

FILED
JUN 15 11:00 AM '95
FBI - TAMPA
TAMPA, FLORIDA

FILED
JUN 15 1995
FBI - TAMPA
TAMPA, FLORIDA

FILED
JUN 15 1995
FBI - TAMPA
TAMPA, FLORIDA

FILED
JUN 15 1995
FBI - TAMPA
TAMPA, FLORIDA

FILED
JUN 15 1995
FBI - TAMPA
TAMPA, FLORIDA

FILED
JUN 15 11:00 AM '95
U.S. DISTRICT COURT
SOUTHERD DISTRICT OF FLORIDA
TALLAHASSEE, FLORIDA

FILED
JUN 15 11:00 AM '95
U.S. DISTRICT COURT
SOUTHERD DISTRICT OF FLORIDA
TALLAHASSEE, FLORIDA

FILED
JUN 15 11:00 AM '95
U.S. DISTRICT COURT
SOUTHERD DISTRICT OF FLORIDA
TALLAHASSEE, FLORIDA

Partners shall contribute is Eight Hundred Thousand and no/100
(\$800,000.00) Dollars.

7. Anticipated Additional Contributions: No additional contributions are anticipated, other than as set forth in paragraph 6.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature and seal and swears to the foregoing as of the 28th day of July, 1995, in accordance with Florida Statutes Section 620.108.

GENERAL PARTNER:

By: 

ROBERT E. SPIELMAN

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ROBERT E. SPIELMAN, who is personally known to me ~~or who produced~~ as identification.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this 28th day of July, 1995.

Sue Jim Zimmerman
Notary Public
Sue Jim Zimmerman
Print Name of Notary
Serial Number
My Commission

Exp. 1998 NOTARY SEAL
SUE JIM ZIMMERMAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC383283
MY COMMISSION EXP. JUNE 15, 1998

FILED
1995 AUG 15 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

I hereby accept the appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed limited partnership named in the Certificate and Affidavit of Limited Partnership hereinabove set forth and do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in paragraph 5 of this Certificate.

Dated this 28th day of July, 1995.

~~CORPUS, INC.~~


Albert J. Xiques, Vice President,
Registered Agent

ht:\...\spelman\30770001\cert1d

FILED
1995 AUG 15 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A95000001214

KATZ, BARRON, SQUITERO & FAUST, P.A.

ATTORNEYS AT LAW

2899 SOUTH BAYSHORE DRIVE

SEVENTH FLOOR

MIAMI, FLORIDA 33133-5494

BERNARD ALLEN
DAVID S. DROBNER
ERICA L. ENGLISH
MARC L. FAUST
HOWARD L. FRIEDBERG
CAROLE KENIN GANGUZZA
ROBERT C. GRADY
RICHARD B. IVANS
MICHAEL D. KATZ
LEONOR M. LAZOMASINO
CARLOS M. MACHADO
ANTHONY H. PELLE
WILLIAM D. ROHRER
JOHN R. SQUITERO
JOSE I. VALDES
ALBERTO J. XIQUES

DADE (305) 856-2444
BOCA RATON (305) 781-4720
BROWARD (305) 522-3636
TELECOPIER (305) 285-3227

RONALD M. BARRON
(1945-1994)

AGUSTIN DE GOYTISOLO
SENIOR COUNSEL

OF COUNSEL
JUAN J. RODRIGUEZ
MILICENT PELLE
(305) 756-0405

VIA FEDERAL EXPRESS

September 1, 1995

Secretary of State
Limited Partnership Section
409 East Gaines Street
Tallahassee, Florida 32399

000001578690
-09/06/95--01072--005
*****52.50 *****52.50

Re: RES Investments Limited
Our File No. 30770001

A95000001214

Dear Sir or Miss:

Enclosed please find an original and one of the Certificate of Amendment to Certificate of Limited Partnership of RES Investments Limited changing the name of the limited partnership to Equity Capital Holdings, Ltd., together with our firm check in the sum of \$52.50. Please process this Certificate of Amendment and provide this office with acknowledgment that said amendment has been filed.

Please acknowledge receipt of the foregoing by placing your receiving stamp on the enclosed copy of this letter and returning same to me. A self-addressed, stamped envelope is provided for your convenience.

Very truly yours,

KATZ, BARRON, SQUITERO & FAUST, P.A.

Sue Zimmerman
Sue Zimmerman, Paralegal

9/7/95a

/sjz
enclosure

h:\...\apielman\30770001\amendmcs.ltr

FILED
1995 SEP -5 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
RES INVESTMENTS LIMITED**

FILED
855 SP -5 41 D-20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on August 15, 1995, adopts the following certificate of amendment to its certificate of limited partnership:

FIRST: Paragraph 1 of the Certificate of Limited Partnership of RES Investments Limited is hereby amended as follows:

"1. Name of Partnership: The name of the Partnership is EQUITY CAPITAL HOLDINGS, LTD., a Florida Limited Partnership."

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature and seal and swears to the foregoing as of the 30 day of August, 1995, in accordance with Florida Statutes Section 620.109.

GENERAL PARTNER:

By: 

ROBERT E. SPIELMAN

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ROBERT E. SPIELMAN, who is personally known to me ~~or who produced~~ _____
_____ as identification.

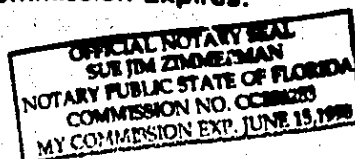
SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid
this 30th day of August, 1995.

Sue Jim Zimmerman
Notary Public

Print Name of Notary

Serial Number

My Commission Expires:



h:\...lapelman\30770001\certfd.amd

FILED
1995 SEP -5 AM 10 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FILED
95 NOV -2 PM 1:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership

1a. DOCUMENT #
A95000001214

RES INVESTMENTS LIMITED

EQUITY CAPITAL HOLDINGS, LTD. (name change 9/5/95)

DO NOT WRITE IN THIS SPACE

Mailing Address

**% ROBERT E. SPIELMAN
6800 SOUTH DADELAND BOULEVARD, SUITE 600
MIAMI FL 33126**

Principal Office Address

**% ROBERT E. SPIELMAN
6800 SOUTH DADELAND BOULEVARD, SUITE 600
MIAMI FL 33126**

2a. New Mailing Address, if Applicable

Suite, Apt. #, etc **9000 S.W. 65 Ct.**

City, State & Zip **Miami, FL 33156**

2a. New Principal Office Address, if Applicable

Suite, Apt. #, etc **9000 S.W. 65 Ct.**

City, State & Zip **Miami, FL 33156**

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
09/15/1995

3a. Date of Last Report

4. State or Country of Formation
FL

5a. Capital Contributions as Shown
on Record
\$800,000.00

5b. Amount of Capital Contributions in
FLORIDA to date

6. FEI Number

☒ Applied For
Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

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 \$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

**COMPO, INC.
2800 SOUTH BAYSHORE DRIVE, 7TH FLOOR
MIAMI FL 33133**

10. If changed, new Registered Agent/Office

Name

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

Suite, Apt. #, etc

City

**908881635258
-11/14/95--01052--009
***576.25 ***576.25
FL**

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)

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

11b. City, State & Zip Code

11c. Registration/
Document Number

SPIELMAN, ROBERT E

**XXXXX BAYSHORE DRIVE
9000 SW 65 Ct.**

MIAMI FL 33136

KWM

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

DATE

9/13/95

Typed or Printed Name of General Partner Signing Form

ROBERT E. SPIELMAN

Telephone Number

(305) 670-9700

A95000001214

KATZ, BARRON, SQUITERO, FAUST & BERMAN, P.A.
ATTORNEYS AT LAW

2699 SOUTH BAYSHORE DRIVE
SEVENTH FLOOR
MIAMI, FLORIDA 33133-5408

BERNARD ALLEN
RICHARD E. GERMAN
W. TODD BOYD
DAVID S. DROBNER
ERICA L. ENGLISH
MARC L. FAUST
HOWARD L. FRIEDBERG
CAROLE KENIN GANGUZZA
ROBERT C. GRADY
RICHARD B. IVANS
MATTHEW D. KATZ
MICHAEL D. KATZ
MICHAEL I. KEAN
CARLOS M. MACHADO
MICHELE L. MCNICHOL
ANTHONY H. PELLE
WILLIAM D. ROHRER
JOHN R. SQUITERO
JOSE L. VALDES
ALBERTO J. VIGUES

DADE (305) 856-2444
BOCA RATON (954) 781-4720
BROWARD (954) 522-3636
TELECOPIER (305) 285-9227

RONALD M. BARRON
(1945-1994)
AGUSTÍN DE GOYTISOLO
SENIOR COUNSEL
OF COUNSEL
MILLICENT PELLE
(305) 756-0405

VIA FEDERAL EXPRESS

July 3, 1996

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

Attention: Limited Partnerships

Re: **EQUITY CAPITAL HOLDINGS, LTD.**
Document #A95000001214
Our File No. 30770001

FILED
95 JUL -9 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Miss:

Please be kind enough to change your records to reflect that the current mailing address for the above-referenced Florida limited partnership is as follows:

EQUITY CAPITAL HOLDINGS, LTD.
c/o Robert E. Spielman, General Partner
8395 Southwest 67th Avenue
Suite 111
Miami, FL 33143

Should you have any question regarding this matter, please do not hesitate to contact the undersigned.

Very truly yours,

KATZ, BARRON, SQUITERO, FAUST
& BERMAN, P.A.

Sue Zimmerman
Sue Zimmerman, Paralegal

/sjz
enclosures
cc: Mr. Robert E. Spielman
William D. Rohrer, Esquire
John R. Squitero, Esquire

h:\... \spielman\30770001\scsadd.ltr