

**A9500001217**

120 HAYS STREET  
TALLAHASSEE, FL 32306  
904-222-0393 FAX



ACCOUNT NO. : 072100000032  
REFERENCE : 659707 11694A  
AUTHORIZATION :  
COST LIMIT : 9 PPD

FILED  
1995 AUG 15 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : August 13, 1995  
ORDER TIME : 11:17 AM  
ORDER NO. : 659707  
CUSTOMER NO: 11694A

200001562952  
-08/17/95--01016--002  
\*\*\*1837.50 \*\*\*1837.50

CUSTOMER: Ms. Carol Truel  
RICHARD S. LEHMAN, ESQ  
Suite 270  
2600 N. Military Trail  
Boca Raton, FL 33431

DOMESTIC FILING

**R95000003638**

RECEIVED  
95 AUG 15 PM 1:09  
DIVISION OF CORPORATION

NAME: OCEAN POINT OF MIAMI, 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: Danny G. Smith

EXAMINER'S INITIALS: \_\_\_\_\_

8/15/95a  
FF - \$1,750.00  
RA - 35.00  
CC - 52.50

A95000001217

**AFFIDAVIT AND CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
OCEAN POINT OF MIAMI LTD.**

**FILED**  
**1995 AUG 15 PM 2:23**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**THIS AFFIDAVIT AND CERTIFICATE is made and entered into effective for all purposes and all respects the 14th day of August, 1995 by and among the undersigned parties.**

**W I T N E S S E T H :**

**WHEREAS, the parties hereto desire to form a Limited Partnership, known as OCEAN POINT OF MIAMI LTD. (The "Partnership"), under and pursuant to the Uniform Limited Partnership Act (U.L.P.A.) and relevant laws of the State of Florida.**

- 1. The name of the Partnership is:**

**OCEAN POINT OF MIAMI LTD.**

- 2. The business of the Partnership shall consist of (i) the acquisition of real properties and the ultimate sale of such properties; (ii) carrying on any and all activities related thereto; and (iii) any other lawful business.**

- 3. The principal office and place of business shall be located at c/o Claudio Stivelman, Suite 2980, Two So. Biscayne Boulevard, Miami, Florida 33131, or such other place in Florida as the General Partner may from time to time deem advisable. The mailing address of the limited partnership is the same.**

- 4. The names and addresses of each Partner is as follows:**

**General Partner: Ocean Enterprises Development Corp.  
a Florida corporation  
c/o Claudio Stivelman  
Two So. Biscayne Boulevard  
Suite 2980  
Miami, Florida 33131**

**with a copy to: Richard S. Lehman, Esq.  
Suite 270  
2600 N. Military Trail  
Boca Raton, FL 33134**

**The First  
Limited Partner:**

**Fator Development Corp.  
a Florida corporation  
c/o Claudio Stivelman  
Two So. Biscayne Boulevard  
Suite 2980  
Miami, Florida 33131**

**with a copy to:**

**Richard S. Lehman, Esq.  
Suite 270  
2600 N. Military Trail  
Boca Raton, Florida 33131**

**The Second  
Limited Partner:**

**Realinvest Development Corp.  
a Florida corporation  
c/o Claudio Stivelman  
Two So. Biscayne Boulevard  
Suite 2980  
Miami, Florida 33131**

Any document executed by the General Partner in compliance with the terms of this Certificate, shall be conclusive evidence in favor of any person relying thereon or claiming thereunder that:

(i) At the time or times of the execution and/or delivery thereof, the Partnership was in full force and effect;

(ii) Such instrument or document was duly executed in accordance with the provisions of the Partnership Agreement; and

(iii) Such General Partner is duly authorized to execute and/or deliver said document for and on behalf of the Partnership.

5. The term of the Partnership commences as of August 14, 1995 and shall continue until January 1, 2020, unless previously terminated in accordance with the provisions of this Agreement.

6. The amount of cash or property (at its agreed value), to be contributed to the capital of the Partnership by each Partner is as follows:

Ocean Enterprises Development Corp.	\$ 10,000
Fator Development Corp.	\$ 990,000
Realinvest Development Corp.	\$ - 0 -

7. No Limited Partner (in its capacity as a Limited Partner), shall be required to make any additional capital contribution, or be personally liable for any losses, debts, obligations or liabilities of the Partnership; beyond the amount set forth opposite its name in paragraph 6 herein.

8. There is no right by the limited Partners for a return of capital until the liquidation of the Partnership.

9. The share of profits to which each Partner shall be entitled is as follows:

	<u>Income Items</u>	<u>Capital Items</u>
Ocean Enterprises Development Ltd.	1%	1%
Fator Development Corp.	69.30%	69.30%
Realinvest Development Corp.	29.70%	29.70%

10. Each Limited Partner may assign its Limited Partnership interest including its right to receive a share of the profits or capital account; provided, however, the Assignee shall not become a substituted Limited Partner of the Partnership unless (i) the selling, withdrawing or retiring Limited Partner offers its interest for sale to the remaining Limited Partners and the remaining Partners do not exercise their option to purchase the interest of the selling, withdrawing or retiring Partner; (ii) the assigning Limited Partner so provides in the instrument of assignment that the assignee will abide by all of the rules of the Partnership. If all of such conditions are satisfied, the General Partner shall prepare (or cause to be prepared) for recordation an amendment to this certificate to be signed and acknowledged by the General Partner, the assigning Limited Partner, and the Assignee.

11. There is no right to admit additional Limited Partners.

12. No Partner shall have priority over any other Partner with respect to contribution or capital accounts. However, partners shall receive a return of capital prior to any further distributions.

13. A substitute General Partner may continue the Partnership on the demise of a General Partner.

14. No Limited Partner shall have any right to demand and receive property, in lieu of cash, in return of his capital account.

15. The registered agent is Richard S. Lehman whose address is Suite 270, 2600 N. Military Trail, Boca Raton, Florida 33431.

IN WITNESS WHEREOF, OCEAN ENTERPRISES DEVELOPMENT CORP., FATOR DEVELOPMENT CORP. and REALINVEST DEVELOPMENT CORP. affix their signatures and seals as of the day and year first above written and swear to all of the foregoing.

OCEAN ENTERPRISES  
DEVELOPMENT CORP.  
a Florida Corporation

By: [Signature]  
Attorney-In-Fact

FILED  
1995 AUG 15 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FATOR DEVELOPMENT CORP.  
a Florida corporation

By: [Signature]  
Attorney-In-Fact

REALINVEST DEVELOPMENT CORP.  
a Florida corporation

By: [Signature]  
Attorney-In-Fact

State of Florida     )  
                              ) ss  
County of Dade        )

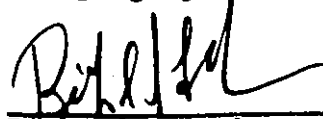
The foregoing instrument was acknowledged before me this 11th day of August, 1995 by RICHARD S. LEDMAN. He is personally known to me and did not take an oath.

[Signature]  
Notary Public

CAROL TRUEL  
NOTARY PUBLIC, State of Florida  
Commission Expires March 18, 1997  
Bonded Through General Insurance Ued  
Commission # CC264498

Florida Registered Agent  
Richard S. Lehman P.A.  
Suite 270  
2600 N. Military Trail  
Boca Raton, FL 33431

Having been named Registered Agent for OCEAN POINT OF MIAMI LTD., at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of the Florida Statutes relative to keeping open said office.



Richard S. Lehman  
Registered Agent

FILED  
1985 AUG 15 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



A9500V001217

ACCOUNT NO. : 072100000032

REFERENCE : 771576 11694A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED  
95 DEC 22 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ORDER DATE : December 15, 1995

ORDER TIME : 9:57 AM

ORDER NO. : 771576

CUSTOMER NO: 11694A

CUSTOMER: Ms. Carol Truel  
Richard S. Lehman, Esq  
Suite 270  
2600 N. Military Trail  
Boca Raton, FL 33431

RECEIVED  
95 DEC 15 PM 4:38  
DIVISION OF CORPORATIONS

DOMESTIC AMENDMENT FILING

400001673504  
-12/28/95--01091--010  
\*\*\*\*105.00 \*\*\*\*105.00

NAME: OCEAN POINT OF MIAMI LTD

cc 12/22/95 a

☒ ARTICLES OF AMENDMENT  
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS: \_\_\_\_\_

AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
OCEAN POINT OF MIAMI LTD.

FILED  
95 DEC 22 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned having formed a Limited Partnership which was duly executed and filed in accordance with Section 620.109 of the Florida Statutes, do hereby certify as follows:

1. The name of the Partnership is:

OCEAN POINT OF MIAMI LTD.

2. The date the original Certificate of Limited Partnership was filed in the Office of the Secretary of State was August 15, 1995.

3. The character of the Partnership business is to acquire and own various real estate investments in the United States and particularly in the State of Florida.

4. The Partnership's principal place of business is located at c/o Jacques Claudio Stivelman, Two So. Biscayne Boulevard, Suite 2680, Miami, Florida 33131, or such place as the General Partner may from time to time designate.

5. a. The name and address of the General Partner is:

Ocean Enterprises Development Corp.  
c/o Jacques Claudio Stivelman  
Suite # 2680  
Two So. Biscayne Boulevard  
Miami, Florida 33131

- b. The Limited Partners prior to this Amended and Restated Certificate of Limited Partnership were and continue to be:

Fator Development Corp.  
c/o Jacques Claudio Stivelman  
Suite # 2680  
Two So. Biscayne Boulevard  
Miami, Florida 33131

Realinvest Development Corp.  
c/o Jacques Claudio Stivelman  
Suite # 2680  
Two So. Biscayne Boulevard  
Miami, Florida 33131

FILED  
95 DEC 22 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

6. The term of the Partnership has commenced on August 14, 1995 and shall continue until January 1, 2020 unless sooner terminated as provided in the Limited Partnership Agreement.

7. The Partnership Agreement has been amended to reflect that the amount of the Limited Partner's required capital contribution shall be reduced.

8. The new capital contributions to the Partnership consisting of cash or other property as of this Amended and Restated Certificate of Limited Partnership are as follows:

<u>Partner</u>	<u>Capital Contribution</u>
Fator Development Corp.	\$247,000
Ocean Enterprises Development Corp.	2,500
Realinvest Development Corp.	- 0 -

8. No time has been agreed upon as to when the Limited Partners shall be entitled to a return of their contribution to the Partnership.

9. The profits and losses of the Partnership and all items of income, gain, loss, deductions or credits which enter into the computation thereof shall be allocated to the Partners in the following manner:

	<u>Income Items</u>	<u>Capital Items</u>
Ocean Enterprises Development Ltd.	1%	1%
Fator Development Corp.	69.30%	69.30%
Realinvest Development Corp.	29.70%	29.70%

10. The Limited Partner may not substitute an assignee as a Limited Partner in its place without the consent of the General Partner.

11. The General Partner does not have the right to admit additional Limited Partners.

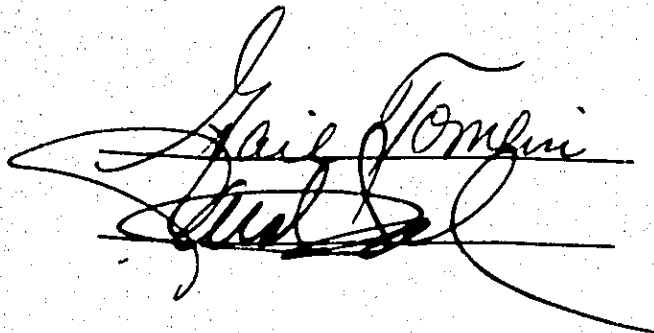
12. There is no priority among the Limited Partners as to contribution or as to compensation by way of income. However, Partners shall receive a return of capital prior to any further distributions.

13. In the event of the withdrawal, or removal, or bankruptcy of the General Partner, the Limited Partners have the right to elect a successor General Partner and continue the business of the Partnership.

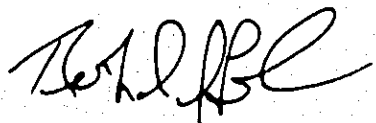
14. The Limited Partners do not have the right to demand and receive property other than cash in return for its contribution.

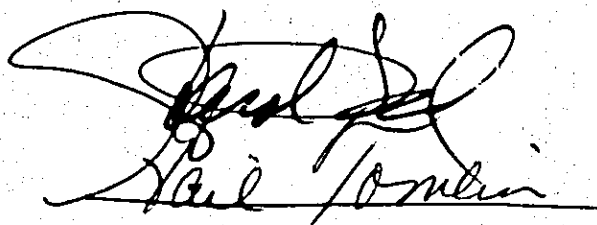
IN WITNESS WHEREOF, the undersigned have executed and sworn this Amended Certificate as of the 30th day of November, 1995.

ATTEST:




OCEAN POINT OF MIAMI LTD.  
a Florida Limited Partnership  
By: OCEAN ENTERPRISES  
DEVELOPMENT CORP.  
a Florida corporation, its  
corporate General Partner

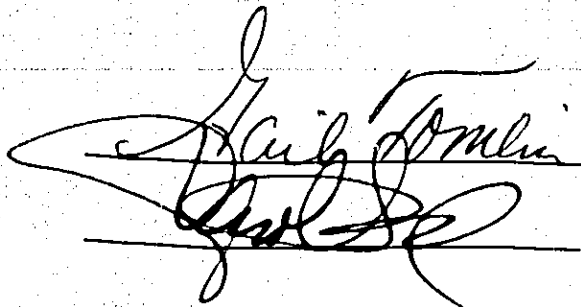
By:   
RICHARD S. LEHMAN, Esq.  
Title: Attorney-in-Fact  
Date: November 30, 1995



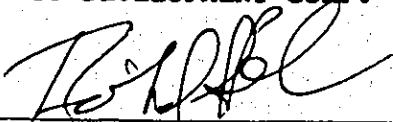
LIMITED PARTNERS:

FATOR DEVELOPMENT CORP.  
a Florida corporation

By:   
RICHARD S. LEHMAN, Esq.  
Title: Attorney-in-Fact  
Date: November 30, 1995



REALINVEST DEVELOPMENT CORP.

By:   
RICHARD S. LEHMAN, Esq.  
Title: Attorney-in-Fact  
Date: November 30, 1995

FILED  
NOV 22 PM 1:26  
CLERK OF STATE  
TALLAHASSEE FLORIDA

1300 MAPLE STREET  
TALLAHASSEE, FL 32304

800-342-8086

904-222-9673

904-222-9673 FAX

A9500U001217



ACCOUNT NO. : 072100000032

REFERENCE : 771576 11694A

AUTHORIZATION :

COST LIMIT : \$ 0.00

ORDER DATE : December 15, 1995

ORDER TIME : 9:57 AM

ORDER NO. : 771576

CUSTOMER NO: 11694A

CUSTOMER: Ms. Carol Truel  
Richard S. Lehman, Esq  
Suite 270  
2600 N. Military Trail  
Boca Raton, FL 33431

100001673521  
-12/28/95--01091--015  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

DOMESTIC AMENDMENT FILING

NAME: OCEAN POINT OF MIAMI LTD

☒ ARTICLES OF AMENDMENT  
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Frezeau

EXAMINER'S INITIALS: \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 DEC 22 PM 1:17

FILED

FF- \$52.50

12/22/95

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR A LIMITED PARTNERSHIP**

The undersigned general partner of OCEAN POINT OF MIAMI LTD., a Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112, Florida Statutes.

The total amount of capital contributions of the limited partners is \$250,000.00.

Dated this 20th day of December, 1995.

**FURTHER AFFIANT SAYETH NOT.**

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

OCEAN POINT OF MIAMI LTD.  
a Florida limited partnership  
by: Ocean Enterprises Development  
Corp., a Florida corporation



RICHARD S. LEHMAN  
Attorney-in-Fact

**FILED**  
95 DEC 22 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP  
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERS  
ANNUAL REPORT  
1996

FLORIDA DEPARTMENT OF STATE

Secretary of State  
Tallahassee, Florida 32399-0001

DOCUMENT #  
A95000001217

FILED  
95 DEC 22 PM 1:16  
TALLAHASSEE, FLORIDA  
DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

OCEAN POINT OF MIAMI LTD.

Mailing Address

C/O CLAUDIO STIVELMAN  
TWO SO. BISCAYNE BLVD., STE. 200  
MIAMI FL 33131

Principal Office Address

C/O CLAUDIO STIVELMAN  
TWO SO. BISCAYNE BLVD., STE. 200  
MIAMI FL 33131

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 08/15/1995

3a. Date of Last Report

4. State or Country of Formation

FL

5a. Capital Contributions as Shown  
on Record 2000.000.00

5b. Amount of Capital Contributions in  
FLORIDA to date 250,000.00

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

LEWIS, RICHARD S  
2000 N. MILITARY TRAIL  
STE. 270  
BOCA RATON FL 33431

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 620.1051 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 620.197, 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

OCEAN ENTERPRISES DEVELOPMENT

TWO SO. BISCAYNE BLVD

MIAMI FL 33131

PR0000000000

AR - \$437.50  
SF - \$138.75  
CWO - 8.75

12-22-95

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 12/9/95

Typed or Printed Name of General Partner Signing Form

Jacques Claudio Stivelman

Telephone Number (305) 358-4040

CR2E003 (6/95)

1304 Main Street  
Tallahassee, FL 32301  
904-222-8000  
904-222-8000 FAX

A95000001217



ACCOUNT NO. : 072100000032  
REFERENCE : 771576 11694A  
AUTHORIZATION :  
COST LIMIT : \$ PPD

ORDER DATE : December 15, 1995

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CUSTOMER NO: 11694A

CUSTOMER: Ms. Carol Truel  
Richard S. Lehman, Esq  
Suite 270  
2600 N. Military Trail  
Boca Raton, FL 33431

DOMESTIC FILINGS

NAME: OCEAN POINT OF MIAMI LTD

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau  
EXAMINER'S INITIALS

RECEIVED  
95 DEC 15 11:38  
CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA

FILED  
95 DEC 22 PM 1:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AR-5

12/20/95  
an