

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
722-0111 FAX

800-342-8086



A 95 000001285

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 AUG 29 PM 2:41

ACCOUNT NO. : 072100000032

REFERENCE : 670807 9216A

AUTHORIZATION :

Patricia Pizub

COST LIMIT : \$ 140.00

ORDER DATE : August 29, 1995

ORDER TIME : 10:17 AM

ORDER NO. : 670807

CUSTOMER NO: 9216A

600001572516

CUSTOMER: Nicholas M. Daniels, Esq
THERREL BAISDEN & MEYER WEISS

Suite 500
1111 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

NAME: H-B GROUP, LTD.

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

8/29/95

BJK

CERTIFICATE OF LIMITED PARTNERSHIP OF
H-B GROUP, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 29 PM 2:41

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is H-B Group, Ltd.
2. The address of the office of the Partnership is 1111 Lincoln Road Mall, Suite 511, Miami Beach, Florida.
3. The name and address of the agent for service of process on the Partnership is Leo Rose, Esquire, Therrel Baisden & Meyer Weiss, 1111 Lincoln Road Mall, Suite 500, Miami Beach, Florida 33139.

4. The name and business address of the corporate General Partner is as follows:

Ideal Industrial Park Associates, Inc.,
a Florida corporation
1111 Lincoln Road Mall, Suite 511
Miami Beach, Florida 33139

145 0000233 05

5. The mailing address of the Partnership is: 1111 Lincoln Road Mall, Suite 511, Miami Beach, Florida 33139.

6. The latest date upon which the Partnership shall dissolve is August 31, 2025.

7. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.

8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by (a) Haim Wiener, as President of Ideal Industrial Park Associates, Inc., a Florida corporation, as the General Partner of H-B Group, Ltd. or (b) an authorized corporate officer, of Ideal Industrial Park Associates, Inc., a Florida corporation, as General Partner of H-B Group, Ltd.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of H-B GROUP, LTD. this 28th day of August, 1995.

GENERAL PARTNER

IDEAL INDUSTRIAL PARK
ASSOCIATES, INC., a Florida
corporation

By: 

Haim Winer, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for H-B Group, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of Registered Agent.

REGISTERED AGENT

By: 

LEO ROSE

NMD\CORP\IND-CER.LTD

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 29 PM 2:41

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Haim Wioner, as President of Ideal Industrial Park Associates, Inc., a Florida corporation, which is the General Partner of H-B Group, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", c/o Haim Wioner, 1111 Lincoln Road Mall, Suite 511, Miami Beach, Florida 33139, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

Nicholas M. Daniels	\$ 1,000.00
c/o Therrel Baisden & Meyer Weiss	
1111 Lincoln Road Mall, Suite 500	
Miami Beach, Florida 33139	-----
Total	\$ 1,000.00

2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

Nicholas M. Daniels	\$ -0-
c/o Therrel Baisden & Meyer Weiss	
1111 Lincoln Road Mall, Suite 500	
Miami Beach, Florida 33139	-----
Total	\$ -0-

FURTHER AFFIANT SAITH NAUGHT.

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

GENERAL PARTNER:

IDEAL INDUSTRIAL PARK
ASSOCIATES, INC. a Florida
corporation

By: Haim Wioner
Haim Wioner, President

Dated: August 28, 1995

SECRET
FIELD STATE
BUREAU OF
CORRECTIONS
PH 2-41

Leticia Zatarain
Print/Type or Stamp Notary Name
Commission No. (if any) _____

OFFICIAL NOTARY SEAL
LETICIA ZATARAIN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC291944
MY COMMISSION EXP. JULY 3 1997

2

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

A95000001285

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1995 OCT 23 AM 8:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Partnership
H-B Group, Ltd.

1a. DOCUMENT #
A95000001285

2. New Managing Member of Partnership

400001627514
-11/03/95--01040--022
****2000.00--****2000.00

2a. New Managing Member Address of Applicant

1111 Lincoln Road Mall, Suite 511
Miami Beach, Florida 33139

SAME

3. Date of Partnership Agreement
August 29, 1995

3a. Date of Partnership Agreement
n/a

4. Date of Partnership Agreement

5a. Amount of Partnership Agreement
\$1,000.00

5b. Amount of Partnership Agreement
\$1,000.00

6. Partnership Agreement
65-0603533

Approved By
Date of Approval

7. CERTIFICATE OF STATUS REQUIRED
\$175 Additional Fee required
for a Certificate of Status

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 607.103, 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).
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.
Note: MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

Leo Rose, Esquire
Therrel Baisden & Meyer Weiss
1111 Lincoln Road Mall, Suite 500
Miami Beach, FL 33139

10. Address of New Registered Agent Office

Street Address (P.O. Box if separate from Applicant)
City State & Zip Code
FL

10a. Pursuant to the provisions of sections 620.1091 and 620.1092, Florida Statutes, the above named, noted 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 partnership, thereby accepting the appointment of registered agent, and with and under the signatures of sections 620.1092, 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)

Ideal Industrial Park
Associates, Inc.

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

1111 Lincoln Road Mall
Suite 511

11b. City, State & Zip Code

Miami Beach, FL 33139

11c. Registered Agent
Document Number

A950000023305

AR - \$52.50
SF - \$138.75
OW - 8.75
10/27/95

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

12. I, the undersigned, hereby certify that the information furnished on this form is true and correct. I am a partner in the partnership and I am authorized to execute this form and to bind the partnership by my signature.

SIGNATURE

Haim Wiener, President of General Partner

(305)672-1921

CR2E003 (6/95)

THEIRREL BAIDEN & MEYER WEISS

ATTORNEYS AT LAW

III LINCOLN ROAD MALL

SUITE 800

MIAMI BEACH, FLORIDA 33139-2400

TELEPHONE (305) 672-1021

TELECOPIER (308) 874-0807

L. JULIE ANKIN
NICHOLAS M. DANIELS
DAVID DAWLOW
JONATHAN FEUERMAN
PETER M. LOPEZ
ELLEN ROBE
LEO ROBE, JR.
FRED R. STANTON
RICHARD A. WOOD

FRED R. BAIDEN (1903-1971)
 HANON DE HIRSCH MEYER (1909-1974)
 CATCHINGS THERREL (1900-1971)
 MILTON WEISS (1913-1980)

OF COUNSEL
BRUCE E. LAZAR

Dec. 18, 1995

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Secretary of State
Division of Corporations
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

Re: H-B GROUP, LTD., a Florida limited partnership
Document No. A95000001285
Filing Date: August 29, 1995
Our File No. 950538

200001667342
-12/21/95--01010--001
***1802.50 ***1802.50

Gentlemen:

Enclosed herewith are two (2) original Supplemental Affidavit of Capital Contributions documents for the captioned Limited Partnership. We enclose our check in the amount of \$1,802.50 to cover the following costs:

Filing Fee for Limited Partnership
Certified Copy under Seal

\$ 1,750.00
52.50

Total

\$ 1,802.50

Please return a certified copy with your recording date acknowledging the filing of the Amended and Restated Affidavit to the undersigned. A self-addressed stamped envelope has been provided for your convenience.

With kindest regards,

Very truly yours,

THERREL BAISDEN & MEYER WEISS

By:

Nicholas M. Daniels

Name	
Address	With ki
Telephone	
Occupation	
Education	
Religion	
Political Party	
Other Information	
NMD/lc Encl. Corp/ind-aff.ltr	

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

SUPPLEMENTAL
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared HAIM WIENER, as President of Ideal Industrial Park Associates, Inc., a Florida corporation, which is the General Partner of H-B Group, Ltd., a Florida limited partnership, filed August 29, 1995 (Document No. A95000001285) with the Florida Secretary of State, hereinafter referred to as the "Partnership", 1111 Lincoln Road Mall, Suite 511, Miami Beach, Florida 33139, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

a.	Haim Wiener	\$ 294,750.00
b.	Bruce Anglin	\$ 144,750.00
c.	Edward E. Breger	\$ 60,000.00
d.	David Katz	\$ 60,000.00
e.	Philip Katz	\$ 60,000.00
f.	Howard Katz	\$ 60,000.00
g.	Joanna Katz	\$ 60,000.00
h.	Simon Katz	\$ 60,000.00
i.	Daniel Abramson	\$ 105,000.00
j.	Paul Cleeman	\$ 105,000.00
k.	Simon Lowy	\$ 15,000.00
l.	Michael Leff	\$ 15,000.00
	Total	\$1,039,500.00

2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

a.	Haim Wiener	\$ -0-
b.	Bruce Anglin	\$ -0-
c.	Edward E. Breger	\$ -0-
d.	David Katz	\$ -0-
e.	Philip Katz	\$ -0-

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f. Howard Katz	\$	-0-
g. Joanna Katz	\$	-0-
h. Simon Katz	\$	-0-
i. Daniel Abramson	\$	-0-
j. Paul Clooman	\$	-0-
k. Simon Lowy	\$	-0-
l. Michael Leff	\$	-0-
Total	\$	-0-

FURTHER AFFIANT SAITH NAUGHT.

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

GENERAL PARTNER

Ideal Industrial Park Associates, Inc., a Florida corporation.

By:

HAIM WIENER, President

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95 DEC 20 AM 9 00
CLERK OF DISTRICT COURT
JULIA M. HARRIS

Dated: 12/13, 1995

The foregoing instrument was acknowledged before me this 13th day of December, 1995, by HAIM WIENER, as President of Ideal Industrial Park Associates, Inc., a Florida corporation, the General Partner of the Partnership, who is personally known to me or ~~has produced~~ as identification.

Leticia Zatarain
Notary Public, State of Florida
at Large

Leticia Zatarain
Print/Type or Stamp Notary Name
Commission No. (if any) _____

My Commission Expires:

