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09/21/95 09:51 AM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3094
FAX: (305) 541-3770

((H95000010668))) DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP
NAME: MONTY'S ON THE BEACH, LTD.
FAX AUDIT NUMBER: H95000010508 CURRENT STATUS: REQUESTED
DATE REQUESTED: 09/21/1996 TIME REQUESTED: 09:51:31
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 1
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$148.75 ACCOUNT NUMBER: 072450003255

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((H95000010668)))
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SEP 25 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CM



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 21, 1995

RAY STORMONT
EMPIRE CORPORATE KIT COMPANY
1492 W. FLAGLER ST., SUITE 200
MIAMI, FL 33135

SUBJECT: MONTY'S ON THE BEACH, LTD.
REF: H95000019055

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95 SEP 25 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 620.108, Florida Statutes, requires that limited partnership certificates include the mailing address in addition to the principal place of business address. Please correct your document accordingly. If the mailing address and principal place of business are one and the same, please be sure this is clearly reflected in your document.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

FAX Aud. #: H95000010568
Letter Number: 595A00043424

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

Audit Number: _____

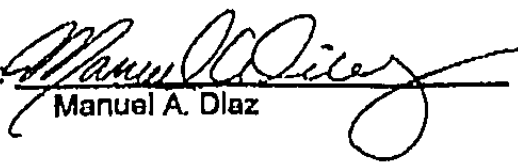
**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MONTY'S ON THE BEACH, LTD.**

The undersigned sole general partner desiring to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act, do hereby certify:

1. The name of the partnership is Monty's on the Beach, Ltd. (the "Partnership").
2. The location of the principal place of business and mailing address of the Partnership is Suite 1100, 2665 South Bayshore Drive, Miami, Florida.
3. The name of the sole general partner is Monty's on the Beach, Inc. and its address is Suite 1100, 2665 South Bayshore Drive, Miami, Florida.
4. The latest date on which the Partnership shall dissolve is January 1, 2052.
5. The initial registered office of this Partnership shall be Suite 1100, 2665 South Bayshore Drive, Miami, Florida and the initial registered agent of this Corporation at such office shall be Juan T. O'Naghten, who upon accepting this designation agrees to comply with the provisions of Section 620.105.

In witness whereof, the undersigned has executed these Articles of Incorporation on September 23, 1995.

Monty's on the Beach, Inc.

By: 

Manuel A. Diaz

Juan T. O'Naghten
Fla. Bar No.: 305774
Suite 1100
2665 South Bayshore Drive
Miami, Florida 33133
(305) 285-0800

Audit Number: _____

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Audit Number: _____

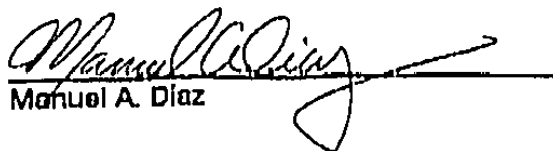
AFFIDAVIT

STATE OF FLORIDA)
)
COUNTY OF DADE)

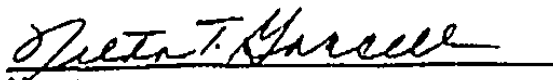
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95 SEP 25 PM 11:4
CLERK OF DISTRICT
JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared Manuel A. Diaz who, after being duly sworn, deposes and says:

1. He is the Secretary and Vice President of Monty's on the Beach, Inc., the sole general partner of Monty's on the Beach, Ltd. (the "Partnership"), on whose behalf he gives this affidavit.
2. The total amount of capital contributed to date by the limited partners of the Partnership is \$0.00.
3. The total amount of capital anticipated to be contributed by the limited partners of the Partnership is \$100.


Manuel A. Diaz

The foregoing affidavit was acknowledged before me this September 20, 1995, by Manuel A. Diaz, Vice President and Secretary of Monty's on the Beach, Inc., general partner of Monty's on the Beach, Ltd., a limited partnership. He is personally known to me or has produced a drivers license issued by the State of Florida as identification and did take an oath.


Name:
Notary Public, State of Florida at Large
Commission No:



NILDA T. GARCELL
COMMISSION # CC 286938
EXPIRES JUN 28, 1997
Atlantic Bonding Co., Inc.
800-732-2246

Audit Number: _____

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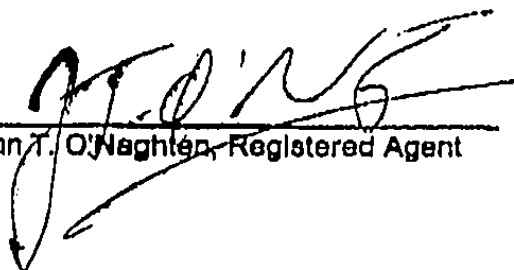
Audit Number: _____

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Limited Partnership is: Monty's on the Beach, Ltd.
2. The name and address of the registered agent and the registered office is: Juan T. O'Naghten, Suite 1100, 2665 South Bayshore Drive, Miami, Florida 33133

Pursuant to Section 620.105, et seq., Florida Statutes, the undersigned has been named to act as the registered agent of the Limited Partnership at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Limited Partnership and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Limited Partnership.

Date: September 23, 1995



Juan T. O'Naghten, Registered Agent

495000010568

Audit Number: _____

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

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



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

FILED

96 FEB 20 AM 9:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership

1a. DOCUMENT #
A95000001431

MONTY'S ON THE BEACH, LTD.

DO NOT WRITE IN THIS SPACE

2. Mailing Address, if Applicable 4000 Bt Brown
5901 S.W. 74 Street

Suite Apt # etc Suite 408
City State & Zip Miami, FL 33143

2a. How Principal Office Address, if Applicable

City State & Zip

Mailing Address

SUITE 1100
2665 SOUTH BAYSHORE DRIVE
MIAMI FL 33133

Principal Office Address

SUITE 1100
2665 SOUTH BAYSHORE DRIVE
MIAMI FL 33133

If above addresses are located in same way, use through the nearest telephone and enter correct address in Block 2 and/or 2a.

3. Date Formed or Registered to Do Business in
FLORIDA 09/25/1995

3a. Date of Last Report
N/A

4. State or Country of Formation
FL

5a. Capital Contributions as Stated
on Record \$100.00

5b. Amount of Capital Contributions in
FLORIDA to date \$750,000

6. FIC Number
65-0608926

Applies to

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

\$6.75 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 \$100.25 (\$52.50 + \$138.75) AND NO MORE THAN \$52.50 (\$52.50 + \$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.
MAKES CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

O'NAGHTEN, JUAN T
2665 SOUTH BAYSHORE DRIVE
SUITE 1100
MIAMI FL 33133

10. If changed, new Registered Agent Office

Name

Street Address (P.O. Box Number is Not Accepted) 3000001722489

City State & Zip 02/23/96--01033--025

Suite Apt # etc ****\$585.00 ****\$585.00

City FL Zip Code

10a. Pursuant to the provisions of sections 620.105 and 620.102, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, hereby states 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 my stated agent. I am familiar with, and accept the obligations of section 620.102, 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
(If listed, use street or P.O. Box Number)

11b. City State & Zip Code

11c. Registration/
Document Number

MONTY'S ON THE BEACH, INC.

2665 SOUTH BAYSHORE D

MIAMI FL 33133

P95000073178

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

12. I hereby certify that the information supplied with this form is correctly stated and is true and correct to the best of my knowledge and belief. I am a general partner of the limited partnership named above and I am familiar with, and accept the obligations of section 620.102, Florida Statutes. I am a general partner of the limited partnership named above and I am familiar with, and accept the obligations of section 620.102, Florida Statutes.

SIGNATURE

Manuel A. Diaz, Vice-Pres. Monty's on the Beach, Inc. General Partner
Manuel A. Diaz

DATE 2/15/96
(305) 285-0800

Typed or Printed Name of General Partner Signing Form

Registration Number

A95000001431

Monty's on the Beach, Ltd.
% Pat Brown
5901 S.W. 74 Street, Ste 408
Miami, FL 33143

100001722271
-02/23/96--01026--006
***1750.00 ***1750.00

FILED
96 FEB 20 AM 9:55
STATE
TALLAHASSEE, FLORIDA

A95000001431

Name Availability	
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Updater	DCC
Editor/verifier	C
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W. P. Verifier	DCC

increasing
contributions
to
\$750,000.00

C. TAX _____
FILING 1750.00
R. ADVERT FEE _____
C. GIVE _____
TOL _____
N. BANK _____
BALANCE DUE _____
REFUND _____

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP

The undersigned, constituting all of the general partners of Monty's on the Beach, Ltd., a Florida Limited Partnership, executed this supplemental affidavit filed pursuant to Section 620.112, Florida Statutes.

The total amount of the capital contribution of the limited partners is \$750,000.00.

Executed this 15th day of February, 1996.

FURTHER AFFIANT SAYETH NOT.

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

General Partners:

Monty's on the Beach, Ltd.
BY: Monty's on the Beach, Inc., a Florida corporation, its sole General Partner

BY: Manuel A. Diaz
MANUEL A. DIAZ
ITS: Vice-President

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

Sworn to and subscribed before me this 15th day of February, 1996, by Manuel A. Diaz, as Vice President of Monty's on the Beach, Inc., a Florida corporation, the sole general partner of Monty's on the Beach, Ltd., a Florida limited partnership.

Nilda T. Garcell
NOTARY PUBLIC
NAME: NILDA T. GARCELL
My Commission Expires:



NILDA T. GARCELL
COMMISSION # CC 286936
EXPIRES JUN 26, 1997
Atlantic Bonding Co., Inc.
800 712-2245