

# A9500001926

12/08/95

FLORIDA DIVISION OF CORPORATIONS  
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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN &  
200 S BISCAYNE BLVD  
2500 SE FINANCIAL CENTER  
MIAMI FL 33131-2336  
CONTACT: KENDALL SPARKMAN  
PHONE: (305) 374-7580  
FAX: (305) 350-2446

((H95000013818))

DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP

NAME: FLORIDA INTERNATIONAL TRADE MART, LTD.  
FAX AUDIT NUMBER: H95000013818      CURRENT STATUS: REQUESTED  
DATE REQUESTED: 12/08/1995      TIME REQUESTED: 14:42:54  
CERTIFIED COPIES: 1      CERTIFICATE OF STATUS: 1  
NUMBER OF PAGES: 3      METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$148.75      ACCOUNT NUMBER: 075350000132

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\*\* ENTER 'M' FOR MENU. \*\*  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name	
Availability	KWM
Document Examiner	KWM
Updater	KWM
Updater Verifier	KWM
Acknowledgment	KWM
W. P. Verifier	KWM

FLORIDA DIVISION OF CORPORATIONS

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2/08/95

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN &amp;

DEPARTMENT OF STATE

200 S BISCAYNE BLVD

STATE OF FLORIDA

2500 SE FINANCIAL CENTER

409 EAST GAINES STREET

MIAMI FL 33131-2336

TALLAHASSEE, FL 32399

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(((H95000013818)))

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND &lt;CR&gt;:

Refax

Certificate not received.

original fax sent 12.8.95

A Teletype Transmission From  
Rubin Baum Levin Constant Friedman & Bilzin  
2500 First Union Financial Center  
Miami, Florida 33131

Office  
(305) 374-7580

*PLEASE RUSH TO DESK!*

~~FILED  
Fax  
95 DEC 8 AM 9:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA~~

**Transmit To:** Ms. Brenda Tadlock  
**Firm Name:** Florida Division of Corporations  
**Regarding:** Florida International Trade Mart, Inc. (Document No. v )  
**File Number:** 72642-7489 *P93000064128*  
**Fax Number:** 904-487-6013  
**Phone No:** 904-488-9000  
**Sent By:** Mr. Kendall Sparkman  
**Date:** December 11, 1995  
You should receive 5 pages (including this sheet).

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Call us at (305) 374-7580 if you have any difficulties with this transmission.

**Additional Notes:**

Brenda, in accordance with our discussions, I am attaching a Certificate relating to (i) the resignation of M. Austin Forman as a director, President, Secretary and Treasurer of the referenced corporation, and (ii) resolutions adopting Thomas K. Ireland as the sole director and President of such corporation. Again, it is crucial that the limited partnership of the same name be filed today due to pending transactions. Since the current review by the Division is beyond the normal scope, we would appreciate your expediting the conclusion of the filing and forwarding the necessary certification to the Certificate of Limited Partnership, or your contacting me collect with your further questions, requirements, concerns or comments. Thank you!

*Can we still get Friday's date?*

THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS ATTORNEY PRIVILEGED AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE TO DELIVER IT TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE, AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

ORIGINAL DOCUMENTS WILL \_\_\_\_\_ WILL NOT \_\_\_\_\_ FOLLOW BY MAIL.

**CERTIFICATE**

The undersigned hereby certifies that attached hereto as Exhibit "A" is a true, correct and complete copy of a certain executed resignation dated December 7, 1995 of M. Austin Forman as a director, President, Secretary and Treasurer of FLORIDA INTERNATIONAL TRADE MART, INC., a Florida corporation (the "Corporation").

The undersigned further hereby certifies that attached hereto as Exhibit "B" are true, correct and complete copies of certain resolutions duly and unanimously adopted by the Board of Directors and sole shareholder of the Corporation by Written Consent thereto dated as of December 7, 1995.

Dated: December 8, 1995.

RUBIN BAUM LEVIN CONSTANT  
FRIEDMAN & BILZIN

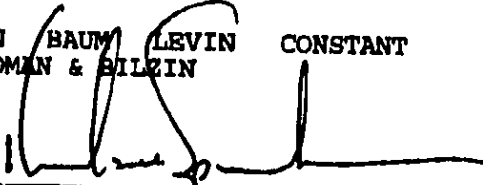
By:   
Kendall Sparkman,  
Legal Assistant

EXHIBIT "A"

FLORIDA INTERNATIONAL TRADE MART, INC.

Resignation as Director and Officer

I hereby tender my resignation as Director and as President, Secretary and Treasurer of Florida International Trade Mart, Inc., effective as of the date specified below.

Dated: December 7, 1995

  
M. AUSTIN FORGAN

RUBIN/OPS/INT/72643/07409/0103225.03  
December 8, 1995

EXHIBIT B**WRITTEN CONSENT  
BY SHAREHOLDER AND SOLE DIRECTOR OF  
FLORIDA INTERNATIONAL TRADE MART, INC.**

The undersigned, being the sole shareholder and the sole director of FLORIDA INTERNATIONAL TRADE MART, INC., a Florida corporation (the "Corporation"), does hereby consent, pursuant to the provisions of Sections 607.0704 and 607.0821 of the Florida Business Corporation Act, to the adoption of, and does hereby adopt, the following preamble, resolutions and the actions specified therein:

WHEREAS, the Corporation has executed that certain Stock Purchase Agreement ("Agreement") dated December 7, 1995 between M. Austin Forman and John T. Loos (collectively, "Seller") and the Corporation, pursuant to which the Corporation acquired all of the issued and outstanding stock of the Corporation owned by Seller ("Purchase"); and

[INTENTIONALLY DELETED]

NOW, THEREFORE, it is

RESOLVED, that the undersigned does hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given;

FURTHER RESOLVED, that effective immediately upon completion of the Purchase, the following individual be, and he hereby is, elected as director of the Corporation, to serve, subject to the provisions of the By-laws of the Corporation, until the next election by the shareholders of the Corporation and until the qualification of his successor:

Thomas K. Ireland;

FURTHER RESOLVED, that effective immediately upon completion of the Purchase, the following individuals be, and they hereby are, elected to the respective offices set forth opposite their respective names, to hold office, subject to the provisions of the By-Laws of the Corporation, until the next election by the Board of Directors of the Corporation following the next election by the shareholders of the Corporation and until the qualification of their respective successors:

President - Thomas K. Ireland  
Assistant Secretary

Vice President  
Treasurer  
Secretary - R. Scott Ireland.

[REMAINDER INTENTIONALLY DELETED]

RUBIN/BYS:\DMS\72642\07489\0104022.01

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
FLORIDA INTERNATIONAL TRADE MART, LTD.**

FILED

95 DEC -8 AM 9:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is FLORIDA INTERNATIONAL TRADE MART, LTD., a Florida limited partnership (the "Limited Partnership").

2. The address of the registered office of the Limited Partnership is:

12000 Biscayne Boulevard, PH 810  
Miami, Florida 33181.

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, is:

Florida International Trade Mart, Inc. - P93000064128  
12000 Biscayne Boulevard, PH 810  
Miami, Florida 33181.

4. The name and business address of the sole general partner of the Limited Partnership is:

Florida International Trade Mart, Inc.  
12000 Biscayne Boulevard, PH 810  
Miami, Florida 33181.

5. The mailing address for the Limited Partnership is:

12000 Biscayne Boulevard, PH 810  
Miami, Florida 33181.

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2050.

The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

*This instrument prepared by:*  
Saul B. Rosenthal, Esquire  
Florida Bar No. 981427  
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN  
2800 First Union Financial Center  
Miami, Florida 33131-2336  
Telephone: 305-374-7580



Fax Audit No. H95-13818

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the sole general partner of the Limited Partnership as of the 8 day of December, 1995.

FLORIDA INTERNATIONAL TRADE  
MART, INC., a Florida corporation

By:   
Thomas K. Ireland, President

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, as President and on behalf of FLORIDA INTERNATIONAL TRADE MART, INC., a Florida corporation (the "Corporation"), which has been designated as registered agent for FLORIDA INTERNATIONAL TRADE MART, LTD., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that the Corporation will accept service of process for and on behalf of the Limited Partnership and that the Corporation will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated as of: December 8, 1995.

FLORIDA INTERNATIONAL TRADE MART,  
INC., a Florida corporation

By:   
Thomas K. Ireland, President

Fax Audit No. H95-13818

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF DADE                    )

BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgements in and for the State and County aforesaid, personally appeared Thomas K. Ireland, as President of FLORIDA INTERNATIONAL TRADE MART, INC., a Florida corporation (the "Corporation"), which Corporation is the sole general partner of FLORIDA INTERNATIONAL TRADE MART, LTD., a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows on behalf of the Corporation:

1. Affiant is the President and duly authorized to act on behalf of the Corporation, which is the sole general partner of the Limited Partnership.
2. As of the date hereof, the limited partners of the Limited Partnership have actually contributed to the Limited Partnership an aggregate of \$1.00 of the total amount of \$99.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.
3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

FURTHER AFFIANT SAYS NAUGHT.

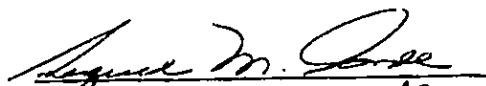
  
\_\_\_\_\_  
Thomas K. Ireland

THE FOREGOING INSTRUMENT was sworn to and subscribed before me this 8 day of Decemer, 1995, by Thomas K. Ireland, as President of FLORIDA INTERNATIONAL TRADE MART, INC., a Florida corporation, on behalf of such corporation. Such individual is personally known to me or has produced a driver's license as identification.

My Commission Expires:

[NOTARIAL SEAL]



  
Print Name: Raquel M. Conde  
NOTARY PUBLIC, State of Florida  
Serial No., if any: \_\_\_\_\_

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

LIMITED PARTNERSHIP  
ANNUAL REPORT  
1996



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

**FILED**

96 MAR 28 PH 3: 18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership  
**1a. DOCUMENT / A95000001926**

**FLORIDA INTERNATIONAL TRADE MART, LTD.**

Mailing Address: 12000 BISCAYNE BLVD., PH 810 MIAMI FL 33181  
Principal Office Address: 12000 BISCAYNE BLVD., PH 810 MIAMI FL 33181

2. New Mailing Address, if Applicable  
Suito, Apt #, etc  
500001766855  
City, State & Zip -04/02/96--01100--007  
\*\*\*\*191.25 \*\*\*\*191.25  
2a. New Principal Office Address, if Applicable  
Suito, Apt #, etc

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: 12/08/1995  
3a. Date of Last Report  
4. State or Country of Formation: FL  
City, State & Zip

5a. Capital Contributions as Shown on Record: \$99.00  
5b. Amount of Capital Contributions in FLORIDA to date  
6. FEI Number: 65-0649458  
7. CERTIFICATE OF STATUS REQUIRED  
Applied For:   
Not Applicable:  \$125 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 607.193, 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  
FLORIDA INTERNATIONAL TRADE MART, INC.  
12000 BISCAYNE BLVD., PH 810  
MIAMI FL 33181

10. If changed, new Registered Agent/Office  
Name  
Street Address (P.O. Box Number is Not Acceptable)  
Suito, 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 MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

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
FLORIDA INTERNATIONAL TRADE Mart, Inc.	12000 BISCAYNE BLVD., PH810	MIAMI FL 33181	P93000064128

**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: *Lou Ireland* DATE: 3/26/96  
Lou Ireland, Vice President, Florida International Trade Mart, Inc. Telephone Number: 305 891 6806

CR2E903 (1/95)

# A95000001926

TO: DIVISION OF CORPORATIONS  
 DEPARTMENT OF STATE  
 STATE OF FLORIDA  
 409 EAST GAINES STREET  
 TALLAHASSEE, FL 32399  
 FAX: (904) 922-4000

FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN &  
 200 S BISCAYNE BLVD  
 2500 SE FINANCIAL CENTER  
 MIAMI FL 33131-2336  
 CONTACT: KENDALL SPARKMAN  
 PHONE: (305) 374-7580  
 FAX: (305) 350-2446

NAME: FLORIDA INTERNATIONAL TRADE MART, LTD.  
 FAX AUDIT NUMBER: H96000008268  
 DATE REQUESTED: 06/12/1996  
 CERTIFIED COPIES: 1  
 NUMBER OF PAGES: 2  
 ESTIMATED CHARGE: \$113.75

DOCUMENT TYPE: LIMITED PARTNERSHIP AMENDMENT  
 CURRENT STATUS: REQUESTED  
 TIME REQUESTED: 17:02:24  
 CERTIFICATE OF STATUS: 1  
 METHOD OF DELIVERY: FAX  
 ACCOUNT NUMBER: 075350000132

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W. P. Verifier	RLB

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DIVISION OF CORPORATIONS

96 JUN 13 AM 8:10

Fax Audit No.: H96-8268

**CERTIFICATE OF AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP OF  
FLORIDA INTERNATIONAL TRADE MART, LTD.**

The undersigned, being the sole general partner of FLORIDA INTERNATIONAL TRADEMART, LTD., a Florida limited partnership (the "Limited Partnership"), the Certificate of Limited Partnership of said Limited Partnership having been filed December 8, 1995 under Document No. A96000001925, does hereby certify, attest and serve notice, pursuant to the provisions of Section 620.109 of the Florida Revised Uniform Limited Partnership Act, that Item 1 of the Certificate of Limited Partnership of the Limited Partnership is hereby amended to read as follows:

"1. The name of the limited partnership is NORTHPORT MARKETPLACE, LTD., a Florida limited partnership (the "Limited Partnership")."

The undersigned further hereby acknowledges and confirms that the name of the registered agent and sole general partner of the Limited Partnership, as reflected under Items 3 and 4, respectively, of the Certificate of Limited Partnership of the Limited Partnership, having a mailing address of 12000 Biscayne Boulevard, PH 810, Miami, Florida 33181, has been changed from Florida International Trade Mart, Inc. to Northport Marketplace, Inc.

All other provisions of the Certificate of Limited Partnership of the Limited Partnership shall remain in full force and effect without any modification thereof.

IN WITNESS WHEREOF, this Certificate of Amendment to Certificate of Limited Partnership of the Limited Partnership has been duly executed in the name and on behalf of the sole general partner of the Limited Partnership as of the 7th day of June, 1996.

NORTHPORT MARKETPLACE, INC., a Florida corporation via Florida International Trade Mart, Inc., as the sole general partner of FLORIDA INTERNATIONAL TRADE MART, LTD., a Florida limited partnership

By:   
R. Scott Ireland, Vice President

This document prepared by:  
Mira J. Stone, Esquire  
Florida Bar No. 724820  
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN  
2500 Southeast Financial Center  
Miami, Florida 33151-2338  
Telephone: (305) 374-7590

063872100003.001

Fax Audit No.: H96-8268

Fax Audit No.: H98- 8268

STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF DADE )

THE FOREGOING INSTRUMENT was acknowledged before me this 1<sup>st</sup> day of June, 1996 by R. SCOTT IRELAND, as Vice President of NORTHPORT MARKETPLACE, INC., a Florida corporation d/b/a Florida International Trade Mart, Inc., on behalf of such corporation; such individual is personally known to me.

My Commission Expires:  
[NOTARIAL SEAL]

Kim Weber  
Print Name:  
NOTARY PUBLIC, State of Florida  
Serial Number, if any: \_\_\_\_\_



KIM WEBER  
My Commission CO488572  
Expires Jan. 02, 1998

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUN 13 AM 8:40