



A95000001977

December 12, 1995

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

600001661736
 -12/14/95--01058--004
 ***1662.50 ***1662.50

Dear Sir or Madam:

I would like to form a new Florida limited partnership, with the name:

Noric/Destin Limited Partnership.

Enclosed please find the original and one copy of a Certificate of Limited Partnership, along with the original and one copy of the required Affidavit of Capital Contributions.

Please send me a certified copy of the filing. I have enclosed a check in the amount of \$1,662.50, made payable to "Division of Corporations", representing the \$1,575.00 fee for filing, plus \$35.00 for registration as Registered Agent and \$52.50 for the certified copy of the filing.

FILED
 DEC 14 AM 9:00
 DIVISION OF STATE
 TALLAHASSEE, FLORIDA

My return address is:

Mary Ann Y. David
 c/o Rosen Associates
 215 S.W. LeJeune Road
 Miami, Florida 33134-1799
 (305) 446-5663

Thank you very much.

Sincerely,

Mary Ann Y. David

Mary Ann Y. David, Esquire

TC
 \$225,000.00

Name	12/14/95
Availability	OK
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	DOC
V. P. Verifier	DOC

Attachments

A95000001977

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, pursuant to the provisions of section 620.108, Florida Statutes (1986), does hereby execute this Certificate of Limited Partnership and does swear to the following:

1. The name of the limited partnership is Noric/Destin Limited Partnership (the "Limited Partnership").

2. The location of the Limited Partnership's principal place of business, and its mailing address, is:

215 S.W. Le Jeune Road
Miami, Florida 33134

3. The character of the Limited Partnership's business is to investigate, develop, acquire, own, improve, lease, sell and otherwise deal with and manage real property, and to engage in all other business activities as permitted by the laws of the State of Florida.

4. The name and address of the Registered Agent for the Limited Partnership is:

Mary Ann Y. David, Esquire
215 S.W. Le Jeune Road
Miami, Florida 33134

5. The name and business address of each general partner of the Limited Partnership is as follows:

General Partner 995000095094 Address

Noric/Destin Ventures, Inc.,
a Florida corporation

215 S.W. Le Jeune Road
Miami, Florida 33134

6. The term for which the Limited Partnership is to exist is from the date of registration of this Certificate until December 31, 2035, unless sooner dissolved by written consent of a majority in interest of the limited partners and general partner.

7. Attached hereto as Exhibit "A" is an Affidavit of Capital Contributions.

Witnesses:

Mary Ann Y. David
Annelle Lopez

GENERAL PARTNER:

NORIC/DESTIN VENTURES, INC.,
a Florida corporation

Norman S. Rosen, Vice President

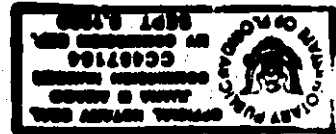
FILED
95 DEC 14 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
COUNTY OF DADE**

The foregoing instrument was acknowledged by me this 11th day of December, 1995, by Norman S. Rosen, as Vice President of Noric/Destin Ventures, Inc., a Florida corporation, who is personally known to me.


NOTARY PUBLIC

My Commission Expires:



Having been named as registered agent and to accept service of process for the above stated Limited Partnership at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

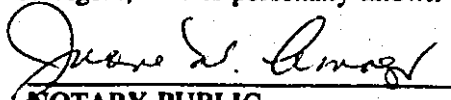
DATED: December 11th 1995.


Mary Ann Y. David, Esquire
Registered Agent

FILED
95 DEC 14 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
COUNTY OF DADE**

The foregoing instrument was acknowledged by me this 11th day of December, 1995, by Mary Ann Y. David, Esquire, Registered Agent, who is personally known to me.


NOTARY PUBLIC

My Commission Expires:



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting all of the general partners of Noric/Destin Limited Partnership, a Florida limited partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$0.00.

The total amount of capital at this time anticipated to be contributed by the limited partners is \$225,000.00.

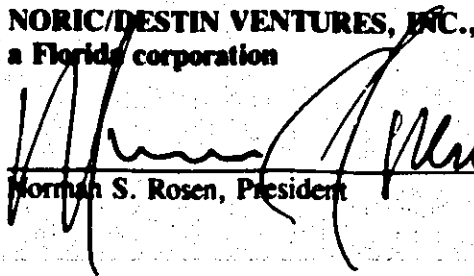
DATED: December 14th, 1995.

FURTHER AFFIANT SAYETH NAUGHT.

Under the 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.

SIGNATURE OF ALL GENERAL PARTNERS:

**NORIC/DESTIN VENTURES, INC.,
a Florida corporation**


Norman S. Rosen, President

FILED
95 DEC 14 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



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

FILED
96 JAN 25 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership

1a. DOCUMENT #
A95000001977

Noric/Destin Limited Partnership

DO NOT WRITE IN THIS SPACE

2. New Mailing Address **100001699771**

Suite Apt # etc ~~01/29/96 01012-006~~
****576.25 ****576.25

City State & Zip

2a. New Principal Office Address If Applicable

Suite Apt # etc

City State & Zip

Mailing Address

215 SW LeJeune Road
Miami, FL 33134

Principal Office Address

215 SW LeJeune Road
Miami, FL 33134

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
12/14/95

3a. Date of Last Report

4. State or Country of Formation

FL

5a. Cash Contributions as Shown
on Record
\$225,000.00

5b. Amount of Capital Contributions in
FLORIDA to date
\$225,000.00

6. FEI Number

applied for

X 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 6a 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.

Handwritten: 215 576.25
215 576.25
797 524 671

9. Name and Address of Current Registered Agent

Mary Ann David, Esquire
215 SW LeJeune Road
Miami, FL 33134

Name

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

Suite Apt # etc

City

10. If changed, new Registered Agent/Office

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)

Handwritten Signature: Mary Ann David

DATE 12/27/95

**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)

Noric/Destin Ventures Inc.

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

215 SW LeJeune Rd.

11b. City, State & Zip Code

Miami, FL 33134

11c. Registration
Document Number

P95000095094

CR2E003 (6/95)

Notes: 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 filing is true and correct. I am not a General Partner of the limited partnership, receiver or trustee of the limited partnership, and I do not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of publication of this information 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

Handwritten Signature: Richard Olson

DATE 12/27/95

Typed or Printed Name of General Partner Signing Form

Richard Olson, pres of Noric/Destin Ventures Inc. 305-446-5663

407-655-4330