

A96000000033

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

RECEIVED
JAN - 4 1996

FILED - STATE
SECRETARY OF CORPORATIONS
96 JAN - 4 PM 1:03

OFFICE USE ONLY

700001681287
-01/08/96--01028--007
*****70.00 *****70.00

700001681287
-01/08/96--01028--008
*****17.50 *****17.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. North Bay Road Partners LTD.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 1:00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input checked="" type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

1. TAX _____
 FILING 52.50
 R. AGENT FEE 35.00
 2. COPY _____
 TOTAL 87.50
 3. BANK _____
 BALANCE DUE _____
 REFUND _____

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

1/4/96
Bjk

Examiner's Initials Bjk

FILED STATE
SECRETARY OF CORPORATIONS
95 JAN -1 4 PM 1:01

**CERTIFICATE OF LIMITED PARTNERSHIP OF
NORTH BAY ROAD PARTNERS, LTD.,
a Florida limited partnership**

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1995), hereby states:

ARTICLE 1-NAME

1. The name of the Partnership is **NORTH BAY ROAD PARTNERS, LTD.**

ARTICLE 2-OFFICE ADDRESS

2. The address of the office of the Partnership is 5825 Collins Avenue, Penthouse F, Miami Beach, Florida 33140.

ARTICLE 3-MAILING ADDRESS

3. The mailing address of the Partnership is 5825 Collins Avenue, Penthouse F, Miami Beach, Florida 33140.

ARTICLE 4-GENERAL PARTNER

4. The name and business address of the sole general partner is Lucile H. Wagner, whose address is 5825 Collins Avenue, Penthouse F, Miami Beach, Florida 33140.

ARTICLE 5-REGISTERED OFFICE AND REGISTERED AGENT

5. The initial address of registered office of this Partnership is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Partnership is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 6-DISSOLUTION

6. The latest date upon which the Partnership shall dissolve is twenty years from the date of filing of this Certificate of Limited Partnership with the Florida Secretary of State.



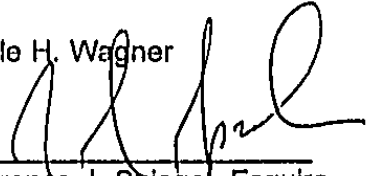
The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the sole General Partner of NORTH BAY ROAD PARTNERS LTD. this 2nd day of January, 1996.

FILED STATE
DIVISION OF CORPORATIONS
JAN - 4 1996

GENERAL PARTNER:

Lucille H. Wagner

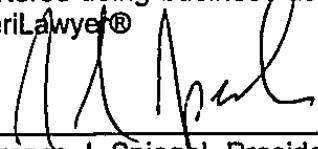


By: _____
Lawrence J. Spiegel, Esquire
Authorized Agent and Attorney at Law

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for NORTH BAY ROAD PARTNERS, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, We hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent. The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Partnership name above, and having been designated as the Registered Agent in the above and foregoing Certificate of Limited Partnership, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm of Lawrence J. Spiegel,
Chartered doing business as
AmeriLawyer®



By: _____
Lawrence J. Spiegel, President

cert-aff.ltd



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

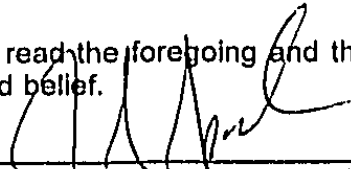
**STATE OF FLORIDA
COUNTY OF DADE**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -4 PM 1:04

BEFORE ME, the undersigned authority, personally appeared Lawrence Spiegel, Authorized Agent and Attorney at Law of Lucile H. Wagner, an individual, the sole general partner of NORTH BAY ROAD PARTNERS, LTD. (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The Amount of Capital contributions to the Partnership made by the limited partners is, in the aggregate, THREE DOLLARS AND NO CENTS (\$3.00).
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

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.

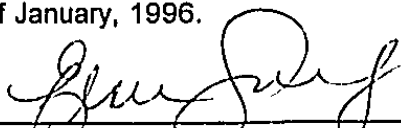


Lawrence J. Spiegel, Esquire

Date: this 2nd day of January, 1996

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Lawrence J. Spiegel, known to me to be the person who executed the foregoing Affidavit as Authorized Agent and Attorney at Law of Lucile H. Wagner, an individual, sole General Partner of NORTH BAY ROAD PARTNERS, LTD.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 2nd day of January, 1996.



NOTARY PUBLIC, State of Florida at Large
Printed Name of Notary Public: _____

(SEAL)

My Commission Expires:

cert-aff.ltd



OFFICIAL NOTARY SEAL
Olga Sanchez
Commission # CC 395588
My Commission Expires June 21, 1998

