

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

904-222-0171
904-222-1911 FAX



A96000000544

ACCOUNT NO. : 072100000032

REFERENCE : 878290 4303929

AUTHORIZATION : *Patricia Pijute*

COST LIMIT : \$ 148.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 12 PM 3:45

ORDER DATE : March 12, 1996

ORDER TIME : 11:36 AM

ORDER NO. : 878290

CUSTOMER NO: 4303929

700001740497

CUSTOMER: Esther J. Forbes, Legal Asst
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

FOREIGN FILINGS

NAME: MS HOLDINGS REALTY LIMITED
PARTNERSHIP

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 12 PM 3:45
DIVISION OF CORPORATIONS

mk
3/12/96

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. MS HOLDINGS REALTY LIMITED PARTNERSHIP

(Name of Limited Partnership as it is in the State of filing.)

2. _____

(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED or LTD.")

3. DELAWARE

(State of Formation)

4. March 11, 1996

(Date of Formation)

5. THEODORE R. STOTZER, ESQ.

(Name of Registered Agent for Service of Process)

6. 200 S. Park Road - #200

(Street Address or Registered Office)

Hollywood

(City)

Florida

33021

(Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

Having been named to accept service of process for the foreign limited partnership named in this "Application by Foreign Limited Partnership for Authorization to Transact Business in Florida" at the place designated therein, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of §620.192 of the Florida Statutes.

BY: _____

Theodore R. Stotzer, Registered Agent

Dated: March 11, 1996.

8. 1013 Centre Road, Wilmington, DE 19805

(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. **NAME OF GENERAL PARTNER:**

SPECIFIC ADDRESS:

MS HOLDINGS REALTY, INC.

200 South Park Road

200

Hollywood, FL 33021

10. 200 S. Park Road - #200 - Hollywood, FL 33021

(Office where Names, Addresses and Contributions of Limited Partners are kept.)

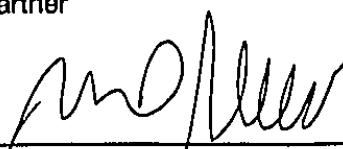
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. 200 S. Park Road - #200 - Hollywood, FL 33021
Mailing Address of the Limited Partnership

This 15th day of March, 1996.

GENERAL PARTNER:

MS HOLDINGS REALTY, INC.
Delaware corporation,
general partner



Michael J. Swerdlow, President

FILED STATE
SECRETARY OF CORPORATIONS
96 MAR 12 PM 3:45

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared **MICHAEL J. SWERDLOW**, President of **MS HOLDINGS REALTY, INC.**, a Delaware corporation, being the sole general partner of **MS HOLDINGS REALTY LIMITED PARTNERSHIP**, a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ - 0 -.

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purpose of transacting business in Florida is \$ 100.00.

This 15th day of March, 1996.

FURTHER AFFIANT SAYETH NOT.

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:

MS HOLDINGS REALTY, INC.
a Delaware corporation,
general partner



Michael J. Swerdlow, President

STATE OF FLORIDA

COUNTY OF DADE *Braswell* } SS:

The foregoing instrument was acknowledged before me this 1st day of March, 1998 by MICHAEL J. SWERDLOW as President of MS HOLDINGS REALTY, INC. , a Delaware corporation, the sole general partner of MS HOLDINGS REALTY LIMITED PARTNERSHIP for and on behalf of the Partnership. He personally appeared before me and is personally known to me.

Notary: *Celeste M. Orlina*

[NOTARIAL SEAL]

Print Name: *Celeste M. Orlina*

Notary Public, State of FLORIDA

My commission expires: *8-24-96*



CELESTE M. ORLINA
MY COMMISSION # CC 214044 EXPIRES
August 24, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 12 PM 3:45

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086



A96000000545

FILED STATE
SECRETARY OF CORPORATIONS
95 MAR 19 PM 3:51

ACCOUNT NO. : 072100000032

REFERENCE : 006433 010010

AUTHORIZATION : Patricia Pyszalski

COST LIMIT : \$ 07.50

ORDER DATE : March 19, 1996

ORDER TIME : 9:50 AM

ORDER NO. : 006433

200001749482

CUSTOMER NO: 010010

CUSTOMER: Karen Alexander, Esq
ALEXANDER DAMBRA & DUHL, PA

5737 Okeechobee, Suite 201
West Palm Beach, FL 33417

W90000005434

DOMESTIC FILING

NAME: 5737 OKEECHOBEE BOULEVARD,
LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
☒ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
☒ PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS:



3/19/96

BJL

CERTIFICATE

OF

LIMITED PARTNERSHIP OF 5737 OKEECHOBEE BOULEVARD, LTD.

FILED STATE
SECRETARY OF CORPORATIONS
95 MAR 19 PM 3:51

The undersigned general partners hereby make, acknowledge, and file this Certificate of Limited Partnership for 5737 Okeechobee Boulevard, Ltd. (the "Partnership"). This Certificate of Limited Partnership shall be effective as of March 20, 1996 in compliance with Section 620.108(2), Florida Statutes. This Certificate of Limited Partnership was duly executed and is being filed in accordance with Section 620.108, Florida Statutes.

1. The name of the Partnership is 5737 OKEECHOBEE BOULEVARD, LTD.

2. The principal place of business of the Partnership at which the Partnership will maintain its office and where the records required by Section 620.106, Florida Statutes will be maintained is:

166 Harvard Drive
Lake Worth, Florida 33460

The mailing address of the corporation shall be the same.

3. The registered agent of the Partnership for service of process, which registered agent is an individual resident of this State is:

Phillip V. Spinelli
166 Harvard Drive
Lake Worth, Florida 33460

4. The name and business address of the sole general partner is as follows:

5737 Okeechobee Boulevard, Inc.
166 Harvard Drive
Lake Worth, Florida 33460

896000024701

5. The name and address of each Limited Partner is as follows:

Phillip V. Spinelli
166 Harvard Drive
Lake Worth, Florida 33460

Paul B. Spinelli
166 Harvard Drive
Lake Worth, Florida 33460

Rita Spinelli Landau
300 Ocean Boulevard
121 West Evans Lane
Manalapan, Florida 33462

6. The Limited Partners have contributed the property listed on Schedule "A" to the capital of the Partnership.

7. The Partnership and the limitation of liability of the Limited Partners shall commence upon the filing of the original Certificate and continue until December 31, 2056, unless sooner terminated in accordance with the Agreement of Limited Partnership.

8. The Limited Partners have no responsibility or liability for additional contributions to the capital of the Partnership, but may in certain instances, upon the direction of the General Partner, contribute additional capital for certain operating deficits only or loan funds to the Partnership.

9. The contribution of each Partner is to be returned upon termination of the Partnership or in accordance with the Agreement of Limited Partnership.

10. Net profits and losses of the Partnership for any year shall be allocated to the Partners in accordance with the Agreement of Limited Partnership.

11. A Limited Partner can substitute an assignee as a Limited Partner in his place only in accordance with the Agreement of Limited Partnership.

12. No right is given to any Partner to admit additional Limited Partners except with the consent of the General Partners and in accordance with the Agreement of Limited Partnership.

13. The Limited Partners have a priority upon dissolution of the Partnership, liquidation of Partnership assets and application of any resultant funds in accordance with the Agreement of Limited Partnership.

14. In the event of the withdrawal, dissolution, assignment for the benefit of creditors, adjudication of bankruptcy, or insolvency, retirement, or insanity of the last remaining General Partner, the Partnership shall dissolve, and wind up its affairs pursuant to the terms and conditions of the Agreement of Limited Partnership.

15. No right is given the Limited Partner to demand or receive property other than cash in return for his or her contribution.

16. The Initial General Partner of the Partnership is 5737 Okeechobee Boulevard, Inc., a Florida corporation.

17. A General Partner may transfer or assign his General Partnership interest only upon written approval of all other General Partners and of a majority of the Limited Partnership interests.

18. The latest date upon which the Partnership is to dissolve is December 31, 2056.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 19 1951

IN WITNESS WHEREOF, the General Partner has hereunto set its hand and seal as of March 18 1996.

5737 OKEECHOBEE BOULEVARD, LTD.
Florida Limited Partnership

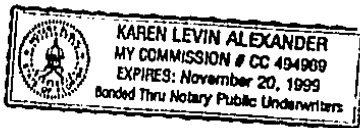
BY: 5737 Okeechobee Boulevard,
a Florida corporation

BY: [Signature]
Paul B. Spinelli, President

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
MAR 19 96 PM 3:51

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Instrument was acknowledged before me this 18th day of March 1996, by Paul B. Spinelli, as President of 5737 Okeechobee Boulevard, Inc., the General Partner of 5737 Okeechobee Boulevard, Ltd., who is personally known to me or who has produced _____ as Identification.



(Notary Seal)

[Signature]
Notary Public, State of Florida

My Commission Expires:

Karen Levin Alexander
Print Name of Notary Public

SCHEDULE "A"

INITIAL CONTRIBUTIONS TO CAPITAL OF THE PARTNERSHIP

<u>LIMITED PARTNER:</u>	<u>NO. OF UNITS</u>	<u>AGREED VALUE OF CONTRIBUTION</u>
Phillip V. Spinelii 166 Harvard Drive Lake Worth, Florida 33460	1	\$10.00
Paul B. Spinelii 166 Harvard Drive Lake Worth, Florida 33460	1	\$10.00
Rita Spinelii Landau 300 Ocean Boulevard 121 West Evans Lane Manalapan, Florida 33462	97	\$970.00
 <u>GENERAL PARTNER:</u>		
5737 Okeechobee Boulevard, Inc. 166 Harvard Drive Lake Worth, Florida 33460	1	\$10.00

FILED
STATE
SECRETARY OF
DIVISION OF
CORPORATIONS
96 MAR 19 PM 3:51

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.061 and Section 620.192, Florida Statutes, the following is submitted:

1. That 5737 OKEECHOBEE BOULEVARD, LTD., is a Florida limited partnership desiring to comply with the provisions of Section 48.061 and 620.192, Florida Statutes and shall maintain its initial registered offices at:

166 Harvard Drive
Lake Worth, Florida 33460

and has named

Philip V. Spinelli
166 Harvard Drive
Lake Worth, Florida 33460

as its registered agent to accept service of process for the limited partnership within the State of Florida.

Dated as of the 16th day of March, 1996.

5737 OKEECHOBEE BOULEVARD, LTD., a
Florida Limited Partnership

BY: 5737 Okeechobee Boulevard, Inc.,
a Florida corporation, its
Manager

BY: 
Paul B. Spinelli, President

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION
96 MAR 19 PM 3:51

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated limited partnership, at the place designated in this Certificate, I hereby accept the responsibility to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative to said office and further accept the duties and obligations of Section 620.192, Florida Statutes.

Dated as of the 16th day of March, 1996.

BY:


PHILIP V. SPINELLI
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 19 PM 3:51

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority duly authorized to take oaths, personally appeared Paul B. Spinelli, President of 5737 Okeechobee Boulevard, Inc., a Florida corporation (hereinafter known as "Affiant"), who, being by me first duly sworn on oath states that:

1. Affiant is the President of 5737 Okeechobee Boulevard, Inc. which is General Partner of 5737 Okeechobee Boulevard, Ltd.
2. This Affidavit is made for purposes of compliance with Section 620.108, Florida Statutes.
3. The amount of capital contributions of the Limited Partners to 5737 Okeechobee Boulevard, Ltd., a Florida Limited Partnership, is the total sum of One Thousand Dollars and 00/100 (\$1,000.00) and no additional amounts are anticipated to be contributed by the Limited Partners at this time.
4. FURTHER AFFIANT SAYETH NAUGHT.

5737 OKEECHOBEE BOULEVARD, LTD., a
Florida Limited Partnership

BY: 5737 Okeechobee Boulevard, Inc.,
a Florida corporation

BY: *Paul B. Spinelli*
Paul B. Spinelli, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Instrument was acknowledged before me this 15th day of March, 1996, by Paul B. Spinelli, President of 5737 Okeechobee Boulevard, Inc., the General Partner of 5737 Okeechobee Boulevard, Ltd., who is personally known to me or who has produced _____ as identification.



(Notary Seal)

Karen Levin Alexander
Notary Public, State of Florida

My Commission Expires:

Karen Levin Alexander
Print Name of Notary Public

CORP\5737 CRT