

1201 BAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

904-222-0071
904-222-0011 FAX

A96000000957



ACCOUNT NO. : 072100000032

REFERENCE : 964170 126795A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 23 PM 3:37

ORDER DATE : May 23, 1996

ORDER TIME : 10:44 AM

ORDER NO. : 964170

CUSTOMER NO: 126795A

000001848950
-06/04/96--01010--014
****966.00 ****966.00

CUSTOMER: Evan R. Marbin, Esq
FRANKLIN & MARBIN, P.A.

Penthouse 104
48 East Flagler Street
Miami, FL 33131

DOMESTIC FILING

NAME: MIAMI RIVER MARINE, LTD, A
FLORIDA LIMITED PARTNERSHIP

B/M
G. TAX _____
FILING 931
R. AGENT FEE 35
G. COPY _____
TOTAL 966
N. BANK _____
BALANCE DUE _____
RECEIVED _____

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

B/M
5/23/96

CERTIFICATE OF LIMITED PARTNERSHIP OF
MIAMI RIVER MARINE, LTD,
A FLORIDA LIMITED PARTNERSHIP

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 23 PM 3:53

The undersigned sole general partner of MIAMI RIVER MARINE, LTD, a Florida limited partnership (the "General Partner") desires to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is MIAMI RIVER MARINE, LTD, a Florida limited partnership.
2. The address of the office of the Partnership is 48 East Flagler Street, PH-104, Miami, Florida 33131.
3. The name and address of the agent for service of process of the Partnership is Evan R. Marbin, Esq., 48 East Flagler Street, PH-104, Miami, Florida 33131.
4. The name and business address of the sole General Partner is Miami River Development Corp., a Florida corporation, 48 East Flagler Street, PH-104, Miami, Florida 33131.
5. The mailing address of the Partnership is 48 East Flagler Street, PH-104, Miami, Florida 33131.
6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2045, unless the Partners agree to extend the term.
7. This Certificate shall be effective upon the filing of this Certificate with the State of Florida, Department of State.

F96000042459

This Certificate is duly executed and is being filed in accordance with section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

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 by the General Partner of MIAMI RIVER MARINE, LTD, a Florida limited partnership this 22nd day of May, 1996.

MIAMI RIVER DEVELOPMENT CORP.,
a Florida corporation, sole General Partner

By: _____
MARCOS MORJAIN, President

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA
COUNTY OF DADE

95 MAY 23
SECRETARY OF STATE
DIVISION OF CORPORATIONS

I, MARCOS MORJAIN, as President of MIAMI RIVER DEVELOPMENT CORP., a Florida corporation, which corporation is the sole General Partner of Miami River Marine, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," being duly sworn, certifies as follows:

1. The total amount of contributed and anticipated to be contributed by the Limited Partners at this time totals \$133,000.00.

Under penalties of perjury, I declare I have read the foregoing and the facts are true and correct to the best of my knowledge and belief.

Dated: May 22d, 1996.

MIAMI RIVER DEVELOPMENT CORP.,
a Florida corporation, sole General Partner

By: *Marcos Morjain*
MARCOS MORJAIN, its President

STATE OF FLORIDA
COUNTY OF DADE

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 Marcos Morjain, in his capacity as President of Miami River Development Corp., the sole General Partner of Miami River Marine, Ltd., personally known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contribution, and he acknowledged to me and before me that he executed this Affidavit freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state aforesaid this 22d day of May, 1996.

[SEAL]



Janette Martine
Notary Public
State of Florida, at Large

Janette Martine
Typed or Printed Name of Notary
My commission expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for Miami River Marine, Ltd., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of the registered agent.

Registered Agent

By: _____



EVAN R. MARBIN, ESQ.

FILED STATE
SECRETARIES
OFFICE
MAY 13 3 31 PM '03

A 96000000 957

200002057472--7
-01/14/97--01140--009
****975.25 ****399.00

1/07/97 CORPORATE DETAIL RECORD SCREEN 8:37 AM
NUM: A96000000957 ST:FL ACTIVE/FL LP FLD: 05/23/1996
ACT CONT: 133,000.00
NAME : MIAMI RIVER MARINE, LTD.
PRINCIPAL: 48 EAST FLAGLER STREET, PH-104
ADDRESS MIAMI, FL 33131
RA NAME : MARBIN, EVAN R ESQ.
RA ADDR : 48 EAST FLAGLER STREET, PH-104
MIAMI, FL 33131
ANN REP : * NONE FILED *

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -3 PM 3:42

1. MENU, 3. PARTNERS

ENTER SELECTION AND CR:

Name	
Availability	
Document Examiner	DCC
Notarizer	DCC
Partner Verifier	DCC
Acknowledgement	DCC
W.P. Verifier	DCC

*increasing
to
\$100,000.00*

C. TAX _____
FILING 399.00
R. AGENCY FEE _____
C. CITY _____
T.O. _____
N. BANK _____
BALANCE DUE _____
REFUND _____

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting all of the general partners of MIAMI RIVER MARINE, LTD., a Florida Limited Partnership, executed this supplemental affidavit pursuant to section 620.112, Florida Statutes.

The total amount of the capital contributions of the limited partners is \$190,000.00.

This 30th day of December, 1996.

FURTHER AFFIANT SAYETH NAUGHT.

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

GENERAL PARTNER



EVAN R. MARBIN, Secretary of MIAMI RIVER
DEVELOPMENT CORP., sole General Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 3 - 3 PM 3:42

FRANKLIN & MARBIN, P.A.

48 East Flagler Street
Penthouse 104
Miami, Florida 33131

ANDREW M. LITVAK, Esq.

Tel: (305)371-2248
Fax: (305)372-0681

December 30, 1996

**VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED - Z 082 773 201**

Division of Corporations
Attn: Registration Section
409 East Gaines Street
Tallahassee, FL 32399

RE: MIAMI RIVER MARINE, LTD. - Limited Partnership Annual Report
Our Client File No: 89-507,23

Dear Sir or Madam:

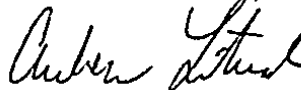
Enclosed herewith please find a properly executed Limited Partnership Annual Report for the above referenced limited partnership, as well as a Supplemental Affidavit of Capital Contributions for a Florida Limited Partnership.

The filing fee in the amount of 975.25 is also enclosed herewith. The filing fee includes all fees dues the Florida Department of State for the filing of the foregoing documents.

Thank you for your attention to this matter.

Sincerely,

FRANKLIN & MARBIN, P.A.



Andrew Litvak, Esq.

Encl.

cc: Mr. Paul Gilner (via facsimile)