

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904 222-1111  
904 222-1111

800-342-8086



PREMIER HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 044063 4337904

AUTHORIZATION :

*Troy Todd*

COST LIMIT : \$ 140.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG - 6 PM 2:08

ORDER DATE : August 6, 1996

ORDER TIME : 10:04 AM

ORDER NO. : 044063

CUSTOMER NO: 4337904

1500001918976

CUSTOMER: Nicholas M. Daniels, Esq  
THERREL BAISDEN & MEYER WEISS

Suite 500  
1111 Lincoln Road  
Miami Beach, FL 33139

DOMESTIC FILING

NAME: MDN WHARFSIDE, LTD.

EFFECTIVE DATE:

       ARTICLES OF INCORPORATION  
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

*File*  
*2ND*  
*8/6/96*  
*BK*

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
MDN WHARFSIDE, LTD.**

FILED  
SECRETARY OF CORPORATIONS  
DIVISION-5  
96 AUG -5 PM 2 08

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is MDN Wharfside, Ltd.
2. The address of the office of the Partnership is c/o Therrel Baisden & Meyer Weiss, 1111 Lincoln Road Mall, Suite 500, Miami Beach, Florida 33139.
3. The name and address of the agent for service of process on the Partnership is NICHOLAS M. DANIELS, ESQ., Therrel Baisden & Meyer Weiss, 1111 Lincoln Road Mall, Suite 500, Miami Beach, Florida 33139.
4. The name and business address of the corporate General Partner is as follows:

FRANDA PROPERTIES, Inc.  
c/o Therrel Baisden & Meyer Weiss  
1111 Lincoln Road Mall, Suite 500  
Miami Beach, Florida 33139

p96000065415

5. The mailing address of the Partnership is c/o Therrel Baisden & Meyer Weiss, 1111 Lincoln Road Mall, Suite 500, Miami Beach, Florida 33139.
6. The latest date upon which the Partnership shall dissolve is August 31, 2050.
7. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.
8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by (a) DANIEL NAVILIO, as President of FRANDA PROPERTIES, INC., a Florida corporation, as the General Partner of MDN Wharfside, Ltd. or (b) an authorized corporate officer, of FRANDA PROPERTIES, INC., a Florida corporation, as General Partner of MDN Wharfside, Ltd.

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 MDN Wharfside, Ltd. this 5<sup>th</sup> day of AUGUST, 1996.

**GENERAL PARTNER**

FRANDA PROPERTIES, INC., a  
Florida corporation

By: 

NICHOLAS M. DANIELS, Vice  
President

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for MDN Wharfside, 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 Registered Agent.

**REGISTERED AGENT**

By: 

NICHOLAS M. DANIELS

MDN\MISC\NAVILIO\MDN-CER.LTD

STATE OF FLORIDA       )  
                              )  
COUNTY OF DADE        )

SS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 AUG -6 PM 2:08

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned authority, personally appeared NICHOLAS M. DANIELS, as Vice President of FRANDA PROPERTIES, INC., a Florida corporation, which is the General Partner of MDN Wharfside, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", c/o Therrel Baisden & Meyer Weiss, 1111 Lincoln Road Mall, Suite 500, Miami Beach, Florida 33139, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

Nicholas M. Daniels	\$ 990.00
c/o Therrel Baisden & Meyer Weiss	
1111 Lincoln Road Mall, Suite 500	
Miami Beach, Florida 33139	

Total	\$ 990.00
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2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

Nicholas M. Daniels	\$ -0-
c/o Therrel Baisden & Meyer Weiss	
1111 Lincoln Road Mall, Suite 500	
Miami Beach, Florida 33139	

Total	\$ -0-
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**FURTHER AFFIANT SAITH NAUGHT.**

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:

FRANDA PROPERTIES, INC.,  
a Florida corporation

By: [Signature]  
NICHOLAS M. DANIELS, Vice  
President

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
95 AUG - 6 PM 2:09

Dated: August 5, 1996.

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of August, 1996, by NICHOLAS M. DANIELS, as Vice President of FRANDA PROPERTIES, INC., a Florida corporation, the General Partner of the Partnership, who is personally known to me or has produced \_\_\_\_\_ as identification.

[Signature]  
Notary Public, State of Florida  
at Large

Leticia Zatarain  
Print/Type or Stamp Notary Name  
Commission No. (if any) \_\_\_\_\_

My Commission Expires:

OFFICIAL NOTARY SEAL  
LETICIA ZATARAIN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC291944  
MY COMMISSION EXP. JULY 3 1997

MD\MISC\NAVILIO\MDN-Cap.AFF

# A96000001468

L. JULES BARKIN  
NICHOLAS M. DANIELS  
DAVID DARLOW  
JONATHAN FEUERMAN  
PETER M. LOPEZ  
ELLEN ROSE  
LEO ROSE, JR.  
FRED R. STANTON  
RICHARD A. WOOD

MIAMI BRACH, FLORIDA 33139-8491  
TELEPHONE (305) 672-1921  
TELECOPIER (305) 674-0807

FRED R. BAIDEN (1903-1971)  
BARON DE HIRSCH MEYER (1899-1974)  
CATCHINGS THERREL (1890-1971)  
MILTON WEISS (1913-1980)

OF COUNSEL  
BRUCE E. LAZAR

October 29, 1996

**CERTIFIED MAIL  
RETURN RECEIPT REQUESTED**

Secretary of State  
Division of Corporations  
State of Florida  
Post Office Box 6327  
Tallahassee, Florida 32314

FILED  
 55 NOV -4 AM 9:38  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

Re: MDN WHARFSIDE, LTD., a Florida limited partnership  
 Document No. A96000001468  
 Filing Date: August 6, 1996  
 Our File No. 960219

800001996338--0  
 -11/05/96--01128--004  
 \*\*\*1802.50 \*\*\*1802.50

Gentlemen:

Enclosed herewith are two (2) original Supplemental Affidavit of Capital Contributions documents for the captioned Limited Partnership. We enclose our check in the amount of \$1,802.50 to cover the following costs:

Filing Fee for Limited Partnership	\$ 1,750.00
Certified Copy under Seal	<u>52.50</u>
<b>Total</b>	<b>\$ 1,802.50</b>

Please return a certified copy with your recording date acknowledging the filing of the Amended and Restated Affidavit to the undersigned. A self-addressed stamped envelope has been provided for your convenience.

With kindest regards,

A96-1468

Name	AL 11-8
Availability	
Document Examiner	[Signature]
Updater	[Signature]
Updater	[Signature]
Verifier	[Signature]
Acknowledgement	[Signature]
W. P. Verifier	[Signature]

Very truly yours,

**THERREL BAIDEN & MEYER WEISS**

By: [Signature]  
 Nicholas M. Daniels

NMD:lc  
 Encl.  
 MD/MISC/NAVILIO/SUPP

STATE OF FLORIDA       )  
                              ) SS:  
COUNTY OF DADE        )

FILED  
65 NOV -4 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SUPPLEMENTAL  
AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned authority, personally appeared DANIEL NAVILIO, as President of FRANDA PROPERTIES, INC., a Florida corporation, which is the General Partner of MDN Wharfside, Ltd., a Florida limited partnership, filed August 6, 1996 (Document No. A96000001468) with the Florida Secretary of State, hereinafter referred to as the "Partnership", c/o Therrel Baisden & Meyer Weiss, 1111 Lincoln Road Mall, Suite 500, Miami Beach, Florida 33139, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

Daniel Navilio 660 Linton Boulevard Suite 200 Delray Beach, Florida 33444	\$ 706,360.00
Frank Navilio 660 Linton Boulevard Suite 200 Delray Beach, Florida 33444	\$ 606,360.00
Alan Gross 2385 Tallahassee Street Ft. Lauderdale, Florida 33326	\$ 31,000.00
Dr. Zev Rabinowitz 3020 Belmont Avenue Youngstown, Ohio 44505	\$ 217,000.00
Barak Rabinowitz 3020 Belmont Avenue Youngstown, Ohio 44505	\$ 31,000.00
Sivan Rabinowitz 3020 Belmont Avenue Youngstown, Ohio 44505	\$ 31,000.00
Patricia Halas 50 East Bellevue Place, Apt. 2703 Chicago, Illinois 60611	\$ 250,000.00
Thomas Papoutsis 2056 N. Seminary Chicago, Illinois 60614	\$ 746,280.00
Bernard J. McDermott, III 1942 Orchid Street Chicago, Illinois 60614	\$ 450,000.00
Total	\$3,069,000.00

2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

Daniel Navilio 660 Linton Boulevard Suite 200 Delray Beach, Florida 33444	\$ 70,636.00
Frank Navilio 660 Linton Boulevard Suite 200 Delray Beach, Florida 33444	\$ 60,636.00
Alan Gross 2385 Tallahassee Street Ft. Lauderdale, Florida 33326	\$ 3,100.00
Dr. Zev Rabinowitz 3020 Belmont Avenue Youngstown, Ohio 44505	\$ 21,700.00
Barak Rabinowitz 3020 Belmont Avenue Youngstown, Ohio 44505	\$ 3,100.00
Sivan Rabinowitz 3020 Belmont Avenue Youngstown, Ohio 44505	\$ 3,100.00
Patricia Halas 50 East Bellevue Place, Apt. 2703 Chicago, Illinois 60611	\$ 25,000.00
Thomas Papoutsis 2056 N. Seminary Chicago, Illinois 60614	\$ 74,628.00
Bernard J. McDermott, III 1942 Orchid Street Chicago, Illinois 60614	\$ <u>45,000.00</u>
Total	\$ 306,900.00

FURTHER AFFIANT SAITH NAUGHT.

FILED  
96 NOV -4 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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**

**FRANDA PROPERTIES, INC., a Florida corporation**

By:

*Daniel Navilio*  
**DANIEL NAVILIO, President**

Dated: August 8, 1996

The foregoing instrument was acknowledged before me this 8 day of August, 1996, by DANIEL NAVILIO, as President of FRANDA PROPERTIES, INC., a Florida corporation, the General Partner of the Partnership, who is personally known to me or has produced as identification.

*Susan Ehrenzweig*  
Notary Public, State of Florida  
at Large

SUSAN EHRENZWEIG  
Print/Type or Stamp Notary Name  
Commission No. (if any) \_\_\_\_\_

My Commission Expires:

\_\_\_\_\_  
END\NISC\NAVILIO\8077-CAP.A77



Notary Public, State of Florida  
SUSAN EHRENZWEIG  
My Comm. Exp. Nov. 5, 1996  
Comm. No. 240093

FILED  
96 NOV -4 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA