

A9600000/673

Law Offices
Norman S. Weider
Suite 391c
International Place
100 Southeast 2nd Street
Miami, Florida 33131-2112
Telephone: (305) 371-6338
Fax: (305) 374-3283

August 28, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

700001939277
-09/05/96--01023--001
****157.50 ****157.50

Re: Vanderbilt Investors, Ltd.

Dear Sir/Madam:

Enclosed please find the following documents for filing in connection with the above-referenced matter:

1. Certificate of Limited Partnership of Vanderbilt Investors, Ltd.
2. Affidavit of Capital Contributions.
3. Check in the amount of \$157.50.

Please return a certified copy to the undersigned. Should there be any problem regarding this filing, please contact me immediately.

Thank you for your prompt attention to this matter.

Sincerely,

NS Weider
NORMAN S. WEIDER, ESQ.

A96-1673

Name Availability	OK
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgement	OK
W. P. Verifier	OK

NSW:dc
Enclosures

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

**CERTIFICATE OF LIMITED PARTNERSHIP OF
VANDERBILT INVESTORS, LTD.
a Florida limited partnership**

The undersigned, as a duly authorized officer of GULFSIDE VANDERBILT, INC., the General Partner, which desires to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the partnership is VANDERBILT INVESTORS, LTD. (the "Partnership").
2. The mailing address and location of the office of the Partnership is 363 Granello Avenue, Coral Gables, Florida 33146.
3. The name and address of the agent for service of process on the Partnership is Norman S. Weider, Esq., 100 S.E. 2nd Street, Suite 3910, Miami, Florida 33131.
4. The name and business address of the General Partner is as follows:

GULFSIDE VANDERBILT, INC. P96 0000 71861
363 Granello Avenue
Coral Gables, Florida 33146
5. The latest date upon which the Partnership shall dissolve is December 31, 2050.
6. A conveyance or encumbrance of real property held in the name of the Partnership, and any other instrument affecting title to the real property in which the Partnership has an interest shall be executed in the Partnership name by the General Partner.

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.

Name of Preparer:

Norman S. Weider, Esq.
100 S.E. 2nd Street - Suite 3910
Miami, FL 33131
Florida Bar No. 150388

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

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by a duly authorized officer of GULFSIDE VANDERBILT, INC., the General Partner of VANDERBILT INVESTORS, LTD. this 27 day of August, 1996.

GULFSIDE VANDERBILT, INC., a Florida corporation, General Partner

By: 
Jackson Ward, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for VANDERBILT INVESTORS, LTD., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, Norman S. Weider, Esq., on behalf of the Partnership, hereby agrees 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: 
Norman S. Weider, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, personally appeared Jackson Ward, a duly authorized officer of GULFSIDE VANDERBILT, INC., the General Partner of VANDERBILT INVESTORS, LTD., a Florida limited partnership (the "Partnership"), who upon being duly sworn, certifies as follows:

1. The amount of capital contributions made or anticipated to be made by the limited partners is \$10,000.00.

FURTHER AFFIANT SAYETH 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:

GULFSIDE VANDERBILT, INC., a
Florida corporation

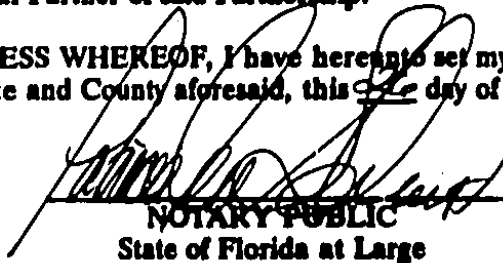
By: 
Jackson Ward, President

STATE OF FLORIDA)
COUNTY OF DADE) SS:

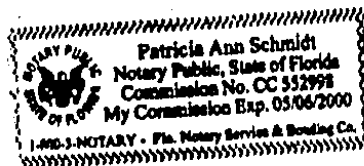
BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Jackson Ward, as a duly authorized officer of GULFSIDE VANDERBILT, INC., the General Partner of VANDERBILT INVESTORS, LTD., known to me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me, under

oath, that he executed this Affidavit as a duly authorized officer of GULFSIDE
VANDERBILT, INC., the General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the State and County aforesaid, this 22 day of August, 1996.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires: 5/6/2000



FILED

96 SEP -4 AM 9:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 21 PM 3:44

LIMITED PARTNERSHIP INITIAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Secretary of State DIVISION OF CORPORATIONS	
1. Name of Limited Partnership 1997		1a. DOCUMENT # A96000001673	
VANDERBILT INVESTORS, LTD.			
2. Mailing Address 363 Granello, Ave. Coral Gables, FL 33146		2a. Principal Office Address 363 Granello Ave. Coral Gables, FL 33146	
3. Date Formed or Registered 9/4/96		5a. Capital Contributions as Shown on record \$10,000.00	
3a. Date of Last Report n/a		5b. Amount of Capital Contributions in FLORIDA to date \$10,000.00	
4. State or Country of Formation FL		6. FEI Number 65-0705001 <input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable	
7. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required		8. Make check payable to Dept. of State (See reverse side for fee information)	

BK 11/21/97

9. Name and Address of Current Registered Agent Norman S. Weider, Esq. 100 S.E. 2nd Street Suite 3910 Miami, FL 33131		10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code	
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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) _____ DATE _____

**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) GULFSIDE VENDERBILT, INC. 363 Granello Ave.	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 363 Granello Ave.	11b. City, State & Zip Code Coral Gables, FL 33146	11c. Registration/ Document Number P96000071861
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Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(h), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(h) 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

JACKSON WARD, PRESIDENT

DATE

Jan. 17, 1996
305-442-4600

Typed or Printed Name of General Partner Signing Form

Daytime Telephone Number

CR2003 (5/96)



THE UNITED STATES
CORPORATION
COMPANY

A96000001673

ACCOUNT NO. : 072100000032

REFERENCE : 228242 -86019A

AUTHORIZATION : Patricia *[Signature]*

COST LIMIT : \$ 200.00

ORDER DATE : January 20, 1997

182.50

ORDER TIME : 4:23 PM

ORDER NO. : 228242-005

CUSTOMER NO: 86019A

700002063257--9

CUSTOMER: Norman S. Weider, Esq
Norman S. Weider, Esq
Suite 3910
100 S.e. 2nd Street
Miami, FL 33131

ANNUAL REPORT FILING

NAME: VANDERBILT INVESTORS, LTD.

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 21 PM 3:44