

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

A9600001724



PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 088348 4303929

AUTHORIZATION :

Patricia Poynter

COST LIMIT : \$ 140.00

ORDER DATE : September 17, 1996

100001949461

ORDER TIME : 10:51 AM

ORDER NO. : 088348

CUSTOMER NO: 4303929

CUSTOMER: Esther J. Forbes, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

RECEIVED
96 SEP 17 PM 12:27
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: AFICIONADOS, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 17 PM 4:01

File 2nd

DL

9/18/96

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
AFICIONADOS, LTD.**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and §620.108 of the Florida Statutes, the undersigned, being the sole General Partner of AFICIONADOS, LTD., hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is AFICIONADOS, LTD.
2. The business address and the mailing address of the limited partnership is 2665 South Bayshore Drive, Suite 202, Coconut Grove, Florida 33133.
3. The name of the registered agent for service of process required by §620.108 of the Florida Statutes is:

Michael D. Wohl

4. The Florida street address for the registered agent is:

**2665 South Bayshore Drive, Suite 202
Coconut Grove, FL 33133**

5. **Acceptance of Appointment of Registered Agent:**

Having been named the statutory registered agent of AFICIONADOS, LTD., at the place designated in this Certificate of Limited Partnership of AFICIONADOS, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.



MICHAEL D. WOHL,
Registered Agent

Dated: September 13, 1996.

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

Aficionados, Inc.
2665 South Bayshore Drive, Suite 202
Coconut Grove, FL 33133

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
SEP 17 PM 4:01

7. The latest date upon which the limited partnership is to dissolve is December, 2046.

IN WITNESS WHEREOF, the Sole General Partner has executed the foregoing Certificate of Limited Partnership on the 13th day of September, 1996 in accordance with §620.114 of the Florida Statutes.

AFICIONADOS, INC.,
General Partner


Michael D. Wohl, President

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 SEP 11 PM 4:01

AFFIDAVIT

THE UNDERSIGNED, constituting the sole general partner of AFICIONADOS, LTD., a Florida Limited Partnership, hereby certifies as follows:

1. The amount of capital contributions to date of the limited partners is: \$-0-
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00.

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.

AFICIONADOS, INC.,
General Partner


Michael D. Wohl, President

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-0086

A9600001724



PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 107924 4303929

AUTHORIZATION : Patricia Piguet

COST LIMIT : \$ 105.00

ORDER DATE : October 3, 1996

ORDER TIME : 10:01 AM

ORDER NO. : 107924

CUSTOMER NO: 4303929

600001363956

CUSTOMER: Esther J. Forbes, Legal Asst
Greenberg Traurig Hoffman
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: AFICIONADO, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED
96 OCT -3 AM 10:59
DIVISION OF CORPORATION
96 OCT -3 PM 2:36
DIVISION OF CORPORATION
FILED
SECRETARY OF STATE

10/3/96

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
AFICIONADOS, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -3 PM 12:58

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, being the sole General Partner of AFICIONADOS, LTD., does hereby duly execute and file with the Florida Secretary of State this Certificate of Amendment to Certificate of Limited Partnership.

1. The name of the limited partnership is AFICIONADOS, LTD.
2. The date of filing of the original Certificate of Limited Partnership was September 17, 1996 under Document #A96000001724.
3. This Certificate of Amendment to the Certificate of Limited Partnership is being filed to reflect the withdrawal of the general partner and the admission of a new general partner as indicated below:

NEW GENERAL PARTNER

AFICIONADOS GP, LTD.
2665 South Bayshore Drive,
Suite 202
Miami, Florida 33133

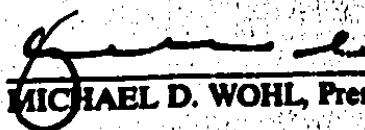
A96000001835

4. Except as hereby amended, the Certificate of Limited Partnership shall remain the same.

IN WITNESS WHEREOF, the withdrawing general partner and the new general partner have executed this Certificate of Amendment to Certificate of Limited Partnership on the 2nd day of October, 1996 for the purposes herein expressed.

WITHDRAWING GENERAL PARTNER:

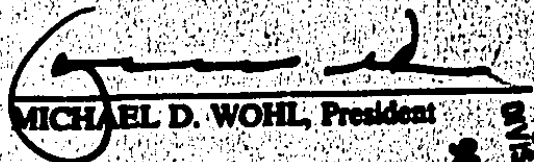
AFICIONADOS, INC.
a Florida corporation,
general partner


MICHAEL D. WOHL, President

NEW GENERAL PARTNER:

AFICIONADOS GP, LTD.
a Florida limited partnership,
general partner

By: **Aficionados, Inc., a Florida
corporation, General Partner**


MICHAEL D. WOHL, President

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -3 PMD:SS**