

A96000001894

MURAI WALD BIONDO & MORENO

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

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October 7, 1996

FEDERAL EXPRESS

Department of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

Re: DIM-Embassy Limited Partnership

800001968208
-10/08/96--01147--002
***1837.50 ***1837.50

Dear Sir/Madam:

Enclosed please find original and copy of Certificate of Limited Partnership for the above referenced limited partnership together with check in the amount of \$1,837.50 representing filing fee (\$1,750.00), certified copy fee (\$52.50) and registered agent designation fee (\$35.00). Please file said Certificate of Limited Partnership and return to us a certified copy of the same as soon as possible.

Sincerely,

Gerald J. Biendo
Gerald J. Biendo

FILED
96 OCT -8 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	10/10/96 GUB: JES
Availability	BY DANE 10/10/96 SEC-1P.LTR
Document	Enclosures
Examiner	
Updater	DDC
Updater	
Verifier	
Acknowledgement	DDC
W. P. Verifier	DDC

TC
\$6,000,000.00

0331-2943-2

A96000001894

CERTIFICATE OF LIMITED PARTNERSHIP
OF DIM-EMBASSY LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. The name of the Partnership is DIM-EMBASSY LIMITED PARTNERSHIP.

2. The purpose of the Partnership is to acquire and manage real and personal property.

3. The principal place of business and mailing address of the Partnership is 1650 S.E. 17th Street, Suite 310, Ft. Lauderdale, Florida 33316-1735.

4. The name and principal place of business of the General Partner is as follows:

P96000075735

General Partner: DIM-EMBASSY, INC.
c/o Dane Real Estate, Inc.
1650 S.E. 17th Street
Suite 310
Ft. Lauderdale, Florida 33316-1735

5. The term for which the Partnership is to exist is from the date the Certificate of Limited Partnership is issued from the Secretary of State, through December 31, 2016, unless sooner terminated.

6. The amount of property initially contributed by the Limited Partnership is \$6,000,000.00.

7. The Limited Partners are not required to contribute any additional capital to the Partnership.

8. The name and address of the Registered Agent for service of process is: Jan W. Dane
1650 S.E. 17th Street
Suite 310
Ft. Lauderdale, Florida 33316-1735

IN WITNESS WHEREOF, the undersigned, being duly sworn, have certified, sworn to and agreed to the foregoing this 11th day of Sept, 1996.

GENERAL PARTNER

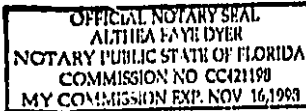
DIM-EMBASSY, INC.

By: 

Jan W. Dane, President

STATE OF FLORIDA)
COUNTY OF Dade) : ss.

The foregoing instrument was acknowledged before me this 11th day of September, 1996 by JAN W. DANE, as President of DIM-EMBASSY, INC., the general partner of DIM-EMBASSY LIMITED PARTNERSHIP, on behalf of the corporation. He is personally known to me or has produced _____ as identification.



Althea Faye Dyer
NOTARY PUBLIC, STATE OF FLORIDA
Print name: Althea Faye Dyer
Commission No.: CC421198

My Commission expires: 11/16/98

G:\DANE\EMBASSY\CERT.LP

CERTIFICATE OF REGISTERED AGENT
OF
DIM-EMBASSY LIMITED PARTNERSHIP

In pursuance of Chapter 620.105, Florida Statutes, the following is submitted, in compliance with said Act:

That DIM-EMBASSY LIMITED PARTNERSHIP, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Limited Partnership, at the City of Ft. Lauderdale, County of Broward, State of Florida, has named Jan W. Dane, located at 1650 S.W. 17th Street, Suite 310, Ft. Lauderdale, Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 11th day of septe, 1996.


Jan W. Dane

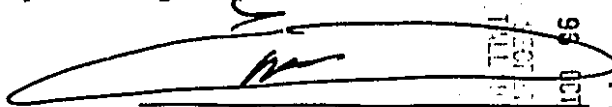
AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared Jan W. Dane, who being duly sworn deposes and states as follows:

1. That he is the President of DIM-EMBASSY, INC., the sole general partner in the partnership known as DIM-EMBASSY LIMITED PARTNERSHIP.

2. That the amount of capital contributions contributed by the limited partners is \$6,000,000.00, which amount is the total amount anticipated to be contributed by the limited partners.

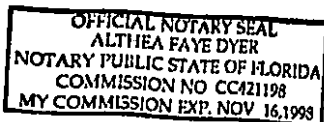
3. Further Affiant sayeth naught.


Jan W. Dane

FILED
93 OCT -8 PM 12:00
NOTARY PUBLIC
STATE OF FLORIDA

STATE OF FLORIDA)
COUNTY OF Dade) : ss.

11 The foregoing instrument was acknowledged before me this 11 day of September, 1996 by JAN W. DANE, who is personally known to me ~~or who has produced~~ as-identification.



Althea Faye Dyer
NOTARY PUBLIC, STATE OF FLORIDA
Print name: Althea Faye Dyer
Commission No.: CC421198

My Commission expires: 11/16/98

GERALD J. BIONDO
CRISTINA CHIARTE BROCHIN
LYNETTE EMEGLU MCGUINNESS
M. CRISTINA MORENO
RENE V. MUNAI
LESLIE SMITH
GERALD B. WALD

WILLIAM E. DAVIS
OF COUNSEL

November 11, 1996

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300002003113--1
-11/13/96--01129--022
*****52.50 *****52.50

Re: DIN Embassy Limited Partnership
Document No: A96000001894

Dear Sir/Madam:

Enclosed please find original and copy of Certificate of Amendment to Certificate of Limited Partnership and Partnership Agreement for the above referenced limited partnership along with our check for \$52.50 for filing fee. Please file the original Amendment and stamp the copy with proof of filing, returning the copy to us with your usual acknowledgement letter in the enclosed self-addressed, stamped envelope.

Your attention to this request is greatly appreciated.

Sincerely,

Gerald J. Biondo
Gerald J. Biondo

GJB:afd
G:\DANE\EMBASSY\AMEND.LTR

Enclosure

A96-1894

Name	CL/19
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

DIM-EMBASSY LIMITED PARTNERSHIP

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 NOV 12 AM 9:46

FILED

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on October 8, 1996, adopts the following certificate of amendment to its certificate of limited partnership:

FIRST: Amendment(s): (Indicate article number(s) being amended, added, or deleted)

No. 5 is amended to read as follows:

5. The term for which the Partnership is to exist is from the date the Certificate of Limited Partnership is issued from the Secretary of State, through December 31, 2020, unless sooner terminated.

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner:

DIM-EMBASSY, INC.

By:

Jan W. Dano, President

Signature(s) of new general partner(s), if applicable: N/A