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TALLAHASSEE, FL 32301-2607

800-342-8086

904-222-9171
904-222-9172 FAX

A96000002132



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 161296 4337904

AUTHORIZATION :

COST LIMIT : \$ 140.00

Patricia Pappas

ORDER DATE : November 20, 1996

ORDER TIME : 10:36 AM

ORDER NO. : 161296-010

CUSTOMER NO: 4337904

600002010086--7

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

Suite 500
1111 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

NAME: BOCA HEALTHSTYLES, LTD.

File 2nd

EFFECTIVE DATE:

☐ ARTICLES OF INCORPORATION
☒ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

BK

11/20/96

RECEIVED
96 NOV 20 AM 11:26
DIVISION OF CORPORATIONS
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP OF
BOCA HEALTHSTYLES, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 20 PM 4:04

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 BOCA HEALTHSTYLES, LTD.
2. The address of the office of the Partnership is c/o Rosen Associates, Inc., 215 SW LeJeune Road, Miami, Florida 33134.
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:

ROSECLIFF BOCA, INC.,
a Florida corporation
c/o Rosen Associates, Inc.
215 SW LeJeune Road
Miami, Florida 33134

94985
P960000

5. The mailing address of the Partnership is: c/o Rosen Associates, Inc., 215 SW LeJeune Road, Miami, Florida 33134.
6. The latest date upon which the Partnership shall dissolve is December 31, 2035.
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) CLIFFORD D. ROSEN, as President or NORMAN S. ROSEN, as Vice President of ROSECLIFF BOCA, INC., a Florida corporation, as the General Partner of BOCA HEALTHSTYLES, LTD. or (b) an authorized corporate officer, of ROSECLIFF BOCA, INC., a Florida corporation, as General Partner of BOCA HEALTHSTYLES, 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 BOCA HEALTHSTYLES, LTD. this 19th day of NOVEMBER 1996.

GENERAL PARTNER

ROSECLIFF BOCA, INC., a Florida corporation


NICHOLAS M. DANIELS, Vice President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for BOCA HEALTHSTYLES, 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

END\ROSEN\BOCA-CER.LTD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 29 PM 4:04

STATE OF FLORIDA)
)
COUNTY OF DADE) SS:

FILED STATE
SECRETARY OF CORPORATIONS
96 NOV 20 PM 4:04

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared NICHOLAS M. DANIELS, as Vice President of ROSECLIFF BOCA, INC., a Florida corporation, which is the General Partner of BOCA HEALTHSTYLES, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", c/o Rosen Associates, Inc., 215 SW LeJeune Road, Miami, Florida 33134, 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:

Norman S. Rosen	\$ 990.00
c/o Rosen Associates, Inc.	
215 SW LeJeune Road	
Miami, Florida 33134	
Total	\$ 990.00

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

Norman S. Rosen	\$ -0-
c/o Rosen Associates, Inc.	
215 SW LeJeune Road	
Miami, Florida 33134	
Total	\$ -0-

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:

ROSECLIFF BOCA, INC.,
a Florida corporation

By:

Nicholas M. Daniels
NICHOLAS M. DANIELS, Vice
President

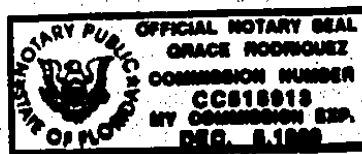
Dated: Nov. 19, 1996

The foregoing instrument was acknowledged before me this 19th day of NOVEMBER, 1996, by NICHOLAS M. DANIELS, as Vice President of ROSECLIFF BOCA, INC., a Florida corporation, the General Partner of the Partnership, who is personally known to me or has produced
_____ as identification.

Grace Rodriguez
Notary Public, State of Florida
at Large

Grace Rodriguez
Print/Type or Stamp Notary Name
Commission No. (if any) _____

My Commission Expires: _____



WFO\ROSECLIFF-CA-CAP.A77

A96000002132

THERREL BAISDEN & MEYER WEISS
ATTORNEYS AT LAW
1111 LINCOLN ROAD MALL
SUITE 800

MIAMI BEACH, FLORIDA 33139-4401
TELEPHONE (305) 672-1921
FAX (305) 674-0807

NICHOLAS M. DANIELS
DAVID DARLOW
BETH E. ELLIS
JONATHAN FEUERMAN
PETER M. LOPEZ
ELLEN ROSE
LEO ROSE, JR.
FRED R. STANTON
RICHARD A. WOOD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR 25 PM 2:54

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

March 20, 1997

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

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

Re: Boca Healthstyles, Ltd., a Florida limited partnership
Document No. A96000002132
Filing Date: November 20, 1996
Our File No. 960477

900002124019--0
-03/25/97--01034--001
***1802.50 ***1802.50

Gentlemen:

Enclosed herewith are two (2) original Supplemental Affidavit of Capital Contributions documents for the captioned Limited Partnership. We enclose a 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>
Total	\$ 1,802.50

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,

Very truly yours,

THERREL BAISDEN & MEYER WEISS

By: 

Nicholas M. Daniels

NMD:omb
Enc.
nad\rosen\supplemental.1tr

A96-2132

3-25 KWM

STATE OF FLORIDA)
)
COUNTY OF DADE)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR 25 PM 2: 54

**SUPPLEMENTAL
AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned authority, personally appeared NORMAN S. ROSEN, as Vice President of Rosecliff Boca, Inc., a Florida corporation, which is the General Partner of BOCA HEALTHSTYLES, LTD., a Florida limited partnership, filed November 20, 1996 (Document No. A96000002132) 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:

Norman S. Rosen	\$5,346,000.00
c/o Rosen Associates, Inc.	
215 SW LeJeune Road	
Miami, Florida 33134	

Total	\$5,346,000.00
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2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

Norman S. Rosen	\$ -0-
c/o Rosen Associates, Inc.	
215 SW LeJeune Road	
Miami, Florida 33134	

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

Rosecliff Boca, Inc., a Florida corporation

By: 
NORMAN S. ROSEN, Vice President

Dated: November 20, 1996

The foregoing instrument was acknowledged before me this 20th day of November, 1996, by NORMAN S. ROSEN, as Vice President of Rosecliff Boca, Inc., a Florida corporation, the General Partner of the Partnership, who is personally known to me ~~or has produced~~ as identification.

Mary Ann G. Dain
Notary Public, State of Florida
at Large

My Commission Expires:



MARYANN Y DAVID
My Commission CCB13302
Expires Nov. 30, 1999

Print/Type or Stamp Notary Name
Commission No. (if any) _____

KND\ROSEN\BOCA-SUP.AFF