THERREL BAISDEN & MEYER WEISS ATTORNEYS AT LAW

SECRETARY OF STATE DIVISION OF CORPORATIONS

97 HAR 25 PH 2: 54

IIII LINCOLN ROAD MALL

MIAMI BRACH, FLORIDA 68109-2491 TELEPHONE (305) 672-1921 FAX (305) 674-0807

SUITE 500

FRED R. BAISDEN (1903-1971) BARON DE HIRSCH MEYER (1899-1974) CATCHINGS THERREL (1690-1971) MILTON WEISS (1913-1980)

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

March 20, 1997

CERTIFIED MAIL RETURN RECEIPT REQUESTED

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

Boca Healthstyles, Ltd., a Florida limited partnership

Document No. A96000002132

Filing Date: November 20, 1996 Our File No. 960477

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-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 Certified Copy under Seal

\$ 1,750.00 52.50

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

Nicholas M.

NMD: omb Enc. nmd\rosen\supplementul.ltr

STATE OF FLORIDA

COUNTY OF DADE

SS:

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

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

Total

\$5,346,000.00

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

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

\$ -0-

Total

-0-

FURTHER AFFLANT 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, Vite President

Dated: November 20, 1996

The foregoing instrument was acknowledged before me this 20rd day of 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. Dail
Notary Public, State of Florida
at Large

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

My Commission Expires:

* 127 *

MARYANN Y DAVID My Commission CC813302 Expires Nov. 30, 1999

NMID\ROSEN\BOCA-SUP.AFF