

12/09/96 12:09 PM FAX # (904) 655-8877 GUNSTER YOKLEY VANDER P

A96000002278

12/09/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:09 PM

((H96000017247 3)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)
076117000420

ACCT#:

CONTACT: ROSE CARBONE

PHONE: (407)650-0726

FAX #: (407)655-5677

NAME: OCEAN EAST DEVELOPERS, LTD.

AUDIT NUMBER.....H96000017247

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$140.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE
DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

A96-3278

Name Availability	OK 12-11
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgement	OK
W. P. Verifier	OK

RECEIVED
96 DEC -9 PM 4:00
DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC -9 PM 4:14

FILED

12/10/96 TUE 16:10 FAX 904 685 5877

----- GUNSTER YOAKLEY VALDES P

0002



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

December 10, 1996

ROSE CARBONE
777 S. FLAGLER DRIVE, SUITE 500 EAST
WEST PALM BEACH, FL 33401

SUBJECT: OCEAN EAST DEVELOPERS, LTD.
REF: W96000025827

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Every corporation, limited partnership, general partnership, or trust listed as a general partner of a limited partnership or a managing member or manager of a limited liability company must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6020.

Tammi Cline
Document Specialist

FAX Aud. #: H96000017247
Letter Number: 396A00055092

RECEIVED

96 DEC 11 AM 8:59

DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC -9 PM 4:14

FILED

H96000017247

**CERTIFICATE OF LIMITED PARTNERSHIP OF
OCEAN EAST DEVELOPERS, LTD.,
a Florida limited partnership**

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620.108, Florida Statutes, hereby certifies the following:

1. Name of Partnership. The name of the Partnership is as follows:

Ocean East Developers, Ltd.

2. Address of Record Keeping Office. The address of the record keeping office of the Partnership in the State of Florida is as follows:

3100 N. Ocean Boulevard
Ft. Lauderdale, FL 33308

3. Registered Office and Agent. The name and address of the agent for service of process on the Partnership is as follows:

Valdes-Fauli Corporate Services, Inc.
777 S. Flagler Drive
Suite 500 East
West Palm Beach, Florida 33401

FILED
96 DEC -9 PM 4: 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4. Name and Business Address of General Partner. The name and business address of the general partner is as follows:

BRWD, a Florida general partnership
3100 N. Ocean Boulevard
Ft. Lauderdale, FL 33308

GP9600000743

5. Mailing Address. The mailing address of the Partnership is as follows:

3100 N. Ocean Boulevard
Ft. Lauderdale, FL 33308

6. Latest Date Upon Which Partnership Is To Dissolve. The latest date upon which the Partnership is to dissolve is December 31, 2046.

David G. Bates, (FL Bar No. 0935451)
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
777 S. Flagler Drive, Suite 500 East
West Palm Beach, FL 33401
(561) 655-1980

H96000017247

12/08/98 MON 15:22 FAX 561 685 8877

GUNSTER YORLEY VALDES P

004

HS6000017247

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by Howard Wlodarczyk, President of EDH Corp., general partner of WOLA, Ltd., a Florida limited partnership, as general partner of BRWD, a Florida general partnership, as general partner of OCEAN EAST DEVELOPERS, LTD., a Florida limited partnership (the "Partnership"), this 4th day of December, 1998.

OCEAN EAST DEVELOPERS, LTD., a Florida limited partnership

By: BRWD, a Florida general partnership, as general partner

By: WOLA, LTD., a Florida limited partnership, as general partner

By: EDH Corp., a Florida corporation

By: 
As: President

FILED

96 DEC -9 PM 4: 14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HS6000017247

H96000017247

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the Undersigned, personally appeared Howard Wolofsky, President of EDH Corp., a Florida corporation, general partner of WOLS, Ltd., a Florida limited partnership, as general partner of ERWD, a Florida general partnership, as general partner of OCEAN EAST DEVELOPERS, LTD., a Florida limited Partnership (the "Partnership"), who certifies as follows:

1. The total amount of capital contributions of the limited partners to the Partnership is \$7,500.
2. The limited partners do not anticipate making any additional capital contributions to the Partnership.

This 9th day of December, 1996.

FURTHER AFFIANT SAITH NOT.

Under penalty of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

OCEAN EAST DEVELOPERS, LTD., a Florida
limited partnership

By: ERWD, a Florida general
partnership, as general partner

By: WOLS, LTD., a Florida limited
partnership, as general partner

By: EDH Corp., a
Florida corporation

By: [Signature]
Is: President

STATE OF FLORIDA
COUNTY OF BROWARD

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 Howard Wolofsky, President of EDH Corp., a Florida corporation, general partner of WOLS, Ltd., a Florida limited partnership, as general partner of ERWD, a Florida general partnership, as general partner of OCEAN EAST DEVELOPERS, LTD., a Florida limited

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC -9 PM 4: 14

FILED

H96000017247

HS6000017247

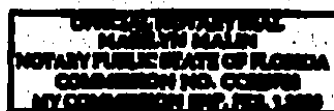
Partnership, known to me and known by me to be the person who executed the foregoing Instrument, and he acknowledged to me and before me that he executed this Instrument as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9th day of December, 1986.

Marilyn Malin

Notary Public
State of Florida at Large
My Commission Expires:

00000000



FILED

96 DEC -9 PM 4: 14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HS6000017247

H96000017247

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for OCEAN EAST DEVELOPERS, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Partnership and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

**VALDES-FAULI CORPORATE
SERVICES, INC.**

By:

Michael V. Mitrione

Michael V. Mitrione, Vice President

0043281.04

FILED
96 DEC -9 PM 4: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000017247

12/10/96

A9600002278

ATTORNEYS AT LAW
PHILLIPS POINT, SUITE 900 EAST
777 SOUTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401-4194
P.O. BOX 4887
WEST PALM BEACH, FLORIDA 33402-4887

TELEPHONE (407) 655-1980
TELECOPY (407) 655-4677

OTHER OFFICES IN:
MIAMI, FL (305) 776-8000
FT. LAUDERDALE, FL (305) 482-3000
PALM BEACH, FL (407) 655-1980
STUART, FL (407) 288-1980
TALLAHASSEE, FL (904) 232-4880
VERO BEACH, FL (407) 234-1040

FAX TRANSMITTAL FORM

DATE: December 18, 1996

TO: Florida Division of Corporations
FIRM:
CITY, STATE: Tallahassee, FL
FAX #: 904 922-4000
PHONE #: 904 487-6926

FROM: Rose Carbone PHONE #: (407) 650-0726

ORIGINAL FOLLOWS: NO

NO. OF PAGES TRANSMITTED (INCLUDING THIS COVER PAGE).....3
PLEASE CALL IMMEDIATELY IF ALL PAGES ARE NOT RECEIVED

MESSAGE:

RECEIVED

95 DEC 18 PM 3:47

DIVISION OF CORPORATIONS

A96-2278

Name	<i>ALD</i>
Availability	<i>ALD</i>
Document Examiner	<i>AL</i>
Updater	<i>AL</i>
Updater Verifier	<i>AL</i>
Acknowledgment	<i>AL</i>
W. P. Verifier	<i>AL</i>

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 DEC 18 PM 4:43

FILED

CONFIDENTIALITY NOTE:

THE INFORMATION CONTAINED IN THIS TRANSMISSION IS LEGALLY PRIVILEGED AND CONFIDENTIAL, INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION, OR COPIING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU RECEIVE THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE (COLLECT) AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE LISTED ADDRESS VIA THE U.S. POSTAL SERVICE. WE WILL REIMBURSE YOU FOR POSTAGE AND/OR TELEPHONE EXPENSES INVOLVED. THANK YOU.

CLIENT/MATTER#:17343.1

12/18/96 WED 14:58 FAX 861 655 5677

GUNSTER YOAKLEY VALDES P

002

12/18/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:46 PM

((H96000017749 8)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)

ACCT#:

076117000420

CONTACT: ROSE CARBONE

PHONE: (407)650-0726

FAX #: (407)655-5677

NAME: OCEAN EAST DEVELOPERS, LTD.

AUDIT NUMBER.....H96000017749

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

CERT. OF STATUS..0 PAGES..... 1

CERT. COPIES.....1 DEL.METHOD.. FAX

EST.CHARGE.. \$105.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE
DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED
96 DEC 18 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000017749

**AMENDED CERTIFICATE OF LIMITED PARTNERSHIP
OF
OCEAN EAST DEVELOPERS, LTD.
a Florida limited partnership**

Ocean East Developers, Ltd. (the "Partnership"), a limited partnership organized and existing under and by virtue of the Florida Revised Uniform Limited Partnership Act, does hereby certify that:

A. The original Certificate of Limited Partnership was filed with the Florida Secretary of State on December 9, 1996.

B. This Amended Certificate of Limited Partnership is duly executed and being filed pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620.109, Florida Statutes.

C. The Certificate of Limited Partnership is hereby amended as follows:

1. NAME OF PARTNERSHIP. The name of the Partnership is as follows:

East Ocean Developers, Ltd.

This Amended Certificate of Limited Partnership has been executed by Howard Wolofsky, President of EDH Corp., general partner of WOLS, Ltd., a Florida limited partnership, as general partner of BRWD, a Florida general partnership, as general partner of OCEAN EAST DEVELOPERS, LTD., a Florida limited Partnership (the "Partnership"), this 18 day of December, 1998.

BRWD, a Florida general partnership, as general partner

By: WOLS, Ltd., a Florida limited partnership, as
general partner

By: EDH Corp., a Florida corporation

By: 
Name: Howard Wolofsky
Its: President

David G. Bates, Esq. (FL Bar No. 0935451)
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
777 S. Flagler Drive, Suite 500 East
West Palm Beach, FL 33401
(561) 655-1980

H96000017749

FILED
96 DEC 18 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GUNSTER, YOUNG, SMITH, POKI & STEWART, P.A.
ATTORNEYS AT LAW

A96000002278

OUR FILE NUMBER: 17343.1

WRITER'S DIRECT DIAL NUMBER: (561) 650-0728

June 20, 1997

Via Federal Express

Florida Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: East Ocean Developers, Ltd.

Dear Sir or Madam:

Enclosed please find the following:

1. Original and a copy of the Supplemental Affidavit of Capital Contributions for the above-referenced limited partnership.
2. Check in the amount of \$1802.50 made payable to the Florida Department of State representing the filing fee for the Supplemental Affidavit of Capital Contributions based on the maximum capital contributions and a certified copy.

The original is to be filed in your office and the copy certified and returned to me in the self-addressed stamped envelope provided.

Very truly yours,

R. Carbone
Rose Carbone
Legal Assistant

Enclosures

cc: David G. Bates, Esq.

Phillips Point
777 South Flagler Drive, Suite 500 East • West Palm Beach, FL 33401-6194
(561) 655-1980 Fax: (561) 655-5677 e-mail: clientservices@gunster.com
<http://www.gunster.com>

FORT LAUDERDALE • MIAMI • PALM BEACH • STUART • TALLAHASSEE • VERO BEACH • WEST PALM BEACH

500002220655--6
-06/23/97--01192--001
***1802.50 ***1802.50

FILED
97 JUN 23 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A96-2278

Name Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the Undersigned, personally appeared Sam Richter, President of Afton Villa, Inc., a Florida corporation, as managing general partner of Afton Partners, a Florida general partnership, as managing general partner of RICF, Ltd., a Florida limited partnership, as general partner of BRWD, a Florida general partnership, as general partner of East Ocean Developers, Ltd., a Florida limited partnership (the "Partnership"); and Howard Wolofsky, President of EDH Corp., a Florida corporation, as managing general partner of WOLS, Ltd., a Florida limited partnership, as general partner of BRWD, a Florida general partnership, as general partner of East Ocean Developers, Ltd., a Florida limited partnership, who certify as follows:

1. The total amount of capital contributions of the limited partners to the Partnership is \$1,332,500.
2. The limited partners anticipate additional capital contributions to the Partnership of \$3,500,000.

This 17th day of June, 1997.

FURTHER AFFIANTS SAITH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

EAST OCEAN DEVELOPERS, LTD., a Florida limited partnership

By: BRWD, a Florida general partnership, as general partner

By: RICF, LTD., a Florida limited partnership, as general partner

By: AFTON PARTNERS, a Florida general partnership, as managing general partner


By: AFTON VILLA, INC., a Florida corporation, as general partner

By: 
Sam Richter, President

AND

By: WOLS, LTD., a Florida limited partnership, as general partner

By: EDH CORP., a Florida corporation, as managing general partner

By: 
Howard Wolofsky, President

FILED
97 JUN 23 PM 4:30
CLERK OF DISTRICT COURT
MILWAUKEE COUNTY

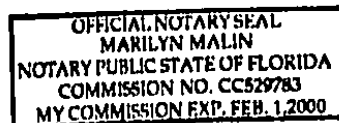
STATE OF FLORIDA)
COUNTY OF BROWARD) SS.

BEFORE ME, the Undersigned, personally appeared Sam Richter, President of Afton Villa, Inc., a Florida corporation, as managing general partner of Afton Partners, a Florida general partnership, as general partner of RICF, Ltd., a Florida limited partnership, as general partner of BRWD, a Florida general partnership, as general partner of East Ocean Developers, Ltd., a Florida limited partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17th day of June, 1997.

Marilyn Malin
Notary Public
State of Florida at Large
My Commission Expires:

STATE OF FLORIDA)
COUNTY OF BROWARD) SS.



BEFORE ME, the Undersigned, personally appeared Howard Wolofsky, President of EDH Corp., a Florida corporation, as managing general partner of WOLS, Ltd., a Florida limited partnership, as general partner of BRWD, a Florida general partnership, as general partner of East Ocean Developers, Ltd., a Florida limited partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17th day of June, 1997.

Marilyn Malin
Notary Public
State of Florida at Large
My Commission Expires:

