



THE UNITED STATES
CORPORATION
COMPANY

A97000002174

ACCOUNT NO. : 072100000032

REFERENCE : 515875 7113343

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia T. P...

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 SEP -2 PM 4:34

ORDER DATE : September 2, 1997

ORDER TIME : 3:24 PM

ORDER NO. : 515875-010

CUSTOMER NO: 7113343

4000002283374--0

CUSTOMER: Laurence T. Lewitas, Esq
LAURENCE T. LEWITAS, ESQ

11th Floor
89 Fifth Avenue
New York, NY 10003

DOMESTIC FILING

NAME: DP ORLANDO, LTD.

W 97000002174

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

BA

9/2/97

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97 SEP -2 PM 4:23
DIVISION OF CORPORATIONS
FILED STATE



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 3, 1997

STEPHANIE STCHERBAN
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: DP ORLANDO, LTD.
Ref. Number: W97000020272

RESUBMIT
Please give original
submission date as file date.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -2 PM 4:34

We have received your document for DP ORLANDO, LTD. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

ALSO, PLEASE note that since the Registered Agent -- MICHAEL DEZER -- failed to sign the Acceptance Statement in Item 5, you should enter something like "SEE BELOW" in that Item, and then type "(and Registered Agent for the Partnership)", or something like that after the word "President" below Mr. Dezer's signature.

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 (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 297A00043972

RECEIVED
DIVISION OF CORPORATIONS
97 OCT -9 AM 8:41

CERTIFICATE OF LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
67 SEP -2 PM 4:31

1. The Name of the Limited Partnership is:

DP ORLANDO PROPERTIES, LTD.

2. Business Address of Limited Partnership:

18401 Collins Avenue, Miami Beach, Florida 33160

3. Name of Registered Agent for Service of Process:

Michael Dezer

4. Florida Street Address for Registered Agent:

18401 Collins Avenue, Miami Beach, Florida 33160

5. SEE BELOW

(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. Mailing Address of Limited Partnership:

18401 Collins Avenue, Miami Beach, Florida 33160

7. The latest date upon which the Limited Partnership is to be dissolved: September 1, 2027

8. Name(s) of general partners: Street address:

Dezer Orlando Hotel Corp.

18401 Collins Avenue, Miami Beach,
Florida 33160

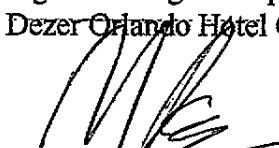
P97000075960

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 29th day of August, 1997.

Signature of general partner:

Dezer Orlando Hotel Corp.


By: Michael Dezer, President /Registered Agent

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of DP ORLANDO LTD., a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$200.00

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$200.00.

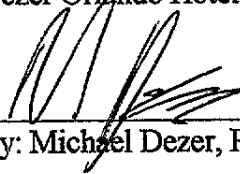
Signed this 29th day of August, 1997.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 29th day of August, 1997.

Signature of general partner:
Dezer Orlando Hotel Corp.



By: Michael Dezer, President

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