164E 00000 DAY

Attorneys at Law First Union Financial Center 200 South Biscayne Boulevard Suite 1050 Miami, Florida 33131-2394 Telephone: (305) 371-3100 Telecopier: (305) 371-2024

November 5, 1997

[VIA UPS]



600002339966--4 -11/06/97--01045--001 ******87,50 ******87,50

SECRETARY OF STATE Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

RE:

Doral Fitness L.P., Ltd.

Gentlemen:

Enclosed herewith please find an original and one copy of a Certificate of Limited Partnership of Doral Fitness, L.P., Ltd. together with this firm's trust account check to your order in the sum of \$87.50.

Would you please be good enough to file the enclosed Certificate of Limited Partnership and return a copy to me indicating the filing thereof. A stamped, self-addressed envelope is enclosed for your convenience.

Thank you for your courtesy and cooperation.

Sincerely,

SCHANTZ, SCHATZMAN & AARONSON, P.A.

FILLED
7 NOV -6 PM 12:1
ECTETAGY OF STAT
ALL ALLASSEE, FLORE

Name William Availability dec

Document Examiner IS/cc DCC
Enclosure DCC

Werner DCC

GASALTRISECSTATE DIF
W. P. STORT DCC

IRVING SHIMOFF Of Counsel

TC 000

164600000707

CERTIFICATE OF LIMITED PARTNERSHIP

<u>OF</u>

DORAL FITNESS L.P., LTD.

THIS CERTIFICATE OF LIMITED PARTNERSHIP is prepared and filed in order to form a limited partnership in accordance with Section 620.108, Florida Statutes.

- 1. The name of the Limited Partnership is "DORAL FITNESS L.P., LTD."
- 2. The address of the office and the name and address of the agent for service of process on the Limited Partnership is:

Lawrence M. Schantz
200 South Biscayne Boulevard
Suite 1050
Miami, Florida 33131-2394

3. The name and business address of the sole General Patter is:

Doral Fitness, Inc. Parococautings.

200 South Biscayne Boulevard

Suite 1050

Miami, Florida 33131-2394

4. The mailing address for the limited partnership is:

200 South Biscayne Boulevard Suite 1050 Miami, Florida 33131-2394

5. The term of the limited partnership shall commence upon the filing of this Certificate with the Florida Department of State, and the latest date upon which the limited partnership is to dissolve is December 31, 2040.

THE UNDERSIGNED General Partner has executed this Certificate of Limited Partnership this day of November, 1997.

GENERAL PARTNER: DORAL FITNESS, INC. a Florida corporation

By:

LAWRENCE M. SCHANTZ, V.P.

THE UNDERSIGNED accepts the foregoing designation as the agent for service of process on Doral Fitness L.P., Ltd. and agrees to act in that capacity.

LAWRENCE M. SCHANTZ

PM 12: 03
JI STATE
JI FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

| STATE OF FLORIDA |) :SS.: |
|--|--|
| COUNTY OF DADE |) |
| THE UNDERSIGNED, LAWRENCE M. SCHANTZ, as Vice-President of the sole General Partner of Doral Fitness L.P., Ltd., a Florida limited partnership, being first duly sworn on oath, deposes and says: | |
| 1. That he is the Vi corporation, and in that capacity has f the corporation. | ce-President of Doral Fitness, Inc., a Florida full authority to sign this Affidavit on behalf of |
| 2. That Doral Fitness, L.P., Ltd. a Florida limited partnership | Inc. is the sole General Partner of Doral Fitness . |
| 3. That the amount of and the total amount anticipated to be is \$100.00. | the capital contributions of the limited partners contributed by the limited partners at this time |
| FURTHER AFFIANT SAYETH N | от. |
| | GENERAL PARTNER: DORAL FITNESS, INC. a Florida, corporation By: |
| | LAWRENCE M. SCHANTZ, Vice-President |
| BEFORE ME, the undersigned authority, personally appeared Lawrence M. Schantz, as Vice-President of Doral Fitness, Inc., a Florida corporation, who is personally known to me or has produced as identification, and who did take an oath, and acknowledged before me that he executed the foregoing instrument for the purposes herein expressed. | |
| WITNESS MY HAND and official seal at Miami, Dade County, Florida, this day of November, 1997. | |
| NOTARY PUBLIC Commission N | Deckne of Notary Public) The State of Florida at Large State of Florida at Large State of Expires: 2/5/1000 |