



THE UNITED STATES
CORPORATION
COMPANY

A97000002468

ACCOUNT NO. : 072100000032

REFERENCE : 599549 5030952

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 13, 1997

ORDER TIME : 9:48 AM

ORDER NO. : 599549-005

CUSTOMER NO: 5030952

CUSTOMER: Dennis J. Eisinger, Esq
PHILLIPS EISINGER & KOSS,
P.A.
Suite 265 South
4000 Hollywood Boulevard
Hollywood, FL 33021

FILED
97 NOV 13 PM 2:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

000002350670--2
-11/18/97--01065--004
*****105.00 *****70.00

DOMESTIC FILING

NAME: CHESTERFIELD HOTEL PARTNERSHIP
LTD.

EFFECTIVE DATE:

G. TAX	_____
FILING	70.00
R. AGENT FEE	35.00
G. COPY	_____
TOTAL	105.00
N. BANK	_____
BALANCE DUE	_____
REFUND	_____

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

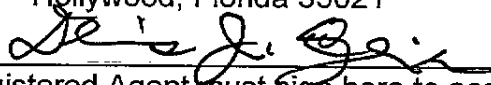
CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

RECEIVED
97 NOV 13 PM 10:54
DIVISION OF CORPORATION
11/13/97
BK

CERTIFICATE OF LIMITED PARTNERSHIP
OF
CHESTERFIELD HOTEL PARTNERSHIP, LTD.

1. The name of the Limited Partnership is:
Chesterfield Hotel Partnership, Ltd.
2. The Business Address of the Limited Partnership is:
855 Collins Avenue
Miami Beach, Florida 33139
3. The Name of the Registered Agent for Service of Process is:
Dennis J. Eisinger, Esq.
4. The Florida Street Address for the Registered Agent is:
4000 Hollywood Boulevard
Suite 265-S
Hollywood, Florida 33021
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process).
6. The Mailing Address of the Limited Partnership is:
855 Collins Avenue
Miami Beach, Florida 33139
7. The latest date upon which the Limited Partnership is to be dissolved is:
December 31, 2050
8. The Name and Specific Address of the General Partner is:
Diane Lieberman
2800 Island Boulevard, Suite No. 1601
Williams Island, Florida 33160

Signed this 11th day of November, 1997.

Signature of the General Partner:


Diane Lieberman

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TALLAHASSEE FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTION

BEFORE ME, the undersigned, constituting the sole general partner of CHESTERFIELD HOTEL PARTNERSHIP, LTD., a Florida limited partnership, certifies as follows:

The amount of capital contributions to date of the limited partners is \$9,900.00. The total amount contributed and anticipated to be contributed by the limited partners shall total \$9,900.00.

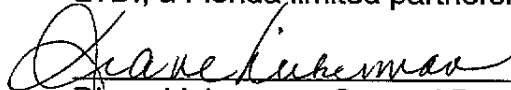
This 11th day of November, 1997.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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.

CHESTERFIELD HOTEL PARTNERSHIP,
LTD., a Florida limited partnership


Diane Lieberman, General Partner

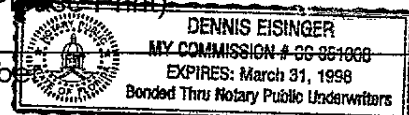
STATE OF FLORIDA)
 :SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 11th day of November, 1997, by Diane Lieberman, as General Partner of CHESTERFIELD HOTEL PARTNERSHIP, LTD., a Florida limited partnership, who is personally known to me () or who has produced _____ as identification.


NOTARY PUBLIC - STATE OF FLORIDA

Name of Notary (Please Print)

Commission Number



My Commission Expires: