

A99000000522

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OF COUNSEL
ERIC J. KAPLAN

June 25, 1999

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

500002917675--2

-06/28/99-01139-004

***1802.50 ***1802.50

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

Re: ESOR Enterprises, Ltd., a Florida limited partnership
Document No. A99000000522
Filing Date: March 31, 1999
Our File No. 990124

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	\$ 1,750.00
Certified Copy under Seal	<u>52.50</u>
Total	\$ 1,802.50

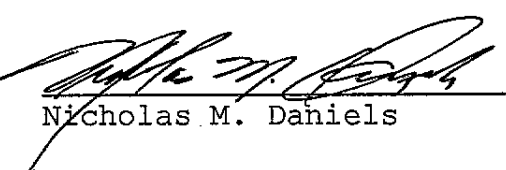
Please return a certified copy with your recording date
acknowledging the filing of the Amended and Restated Affidavit to
the undersigned. A self-addressed stamped envelope has been
provided for your convenience.

With kindest regards,

Very truly yours,

THERREL BAISDEN, P.A.

By:


Nicholas M. Daniels

NMD:lc
Enc.

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

**SUPPLEMENTAL
AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned authority, personally appeared CHARLOTTE ROSE, as President of ECL, INC., a Florida corporation, which is the General Partner of ESOR ENTERPRISES, LTD., a Florida limited partnership, filed March 31, 1999 (Document No. A99000000522) with the Florida Secretary of State, hereinafter referred to as the "Partnership", 16 Island Avenue, #4D, 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:

Charlotte Rose	\$2,843,433
16 Island Avenue, #4D	
Miami Beach, Florida 33139	

Total	\$2,843,433

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

Charlotte Rose	\$ -0-
16 Island Avenue, #4D	
Miami Beach, Florida 33139	

Total	\$ -0-

FURTHER AFFIANT SAITH NAUGHT.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 28 AM 11:12

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

ECL, INC., a Florida corporation

By: Charlotte Rose
CHARLOTTE ROSE, President

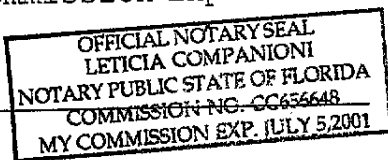
Dated: April 30, 1999

The foregoing instrument was acknowledged before me this 30th day of April, 1999, by CHARLOTTE ROSE, as President of ECL, INC., a Florida corporation, the General Partner of the Partnership, who is personally known to me ~~or has produced~~ as identification.

[Signature]
Notary Public, State of Florida
at Large

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

My Commission Expires:



W:\ROSE\FLP\Supplemental Affidavit.wpd