

B9500000245

904-222-0393 FAX



RECEIVED

95 JUL 12 AM 11:23

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 638210 5535A

AUTHORIZATION :

COST LIMIT : 0 PPD

FILED
95 JUL 12 AM 11:56
TALLAHASSEE, FLORIDA

ORDER DATE : July 12, 1995

ORDER TIME : 10:0 AM

ORDER NO. : 638210

CUSTOMER NO: 5535A

CUSTOMER: Peggy Marinelli, Legal Asst
Cohen Berke Bernstein Brodie
19th Floor
2601 South Bayshore Drive
Miami, FL 33133

300001536343
-07/13/95--01060--006
***1785.00 ***1785.00

300001536343
-07/13/95--01060--007
*****61.25 *****61.25

FOREIGN FILINGS

RUSH WILL WAIT

NAME: ST. STEPHEN LIMITED
PARTNERSHIP

RUSH WILL WAIT

XX PROFIT
NON-PROFIT

CORPORATE
XX LIMITED PARTNERSHIP

QUALIFICATION

R95000002930

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

7/12/95a
FF - \$1,750.00
RA - 35.00
CC - 52.50
Cus - 8.75

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

B95000000245

2. _____
 If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

4 July 11, 1995

(Date of Formation)

(Name of Registered Agent for Service of Process)
2601 So. Bayshore Drive, 19th Fl.

2601 So. Bayshore Drive, 19th Fl.

6. _____
(Street Address of Registered Office)

Florida 33131

(Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

COBER CORPORATE AGENTS

BY :

WICHITA, KANSAS, MAY 19, 1934

32 Loockerman Square, Suite L-100, Dover, Delaware 19901

(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

SPECIFIC ADDRESS

LEF/DELRAY MALL, LTD.

848 Brickell Ave., Suite 1120

~~Miami, Florida 33131~~

846 BRICKELL AVE., Suite 1120, Miami, Fl. 33131

(Office where Names, Addresses and Contributors of United Partners are kept.)

FILED
1995 JUL 12 AM 11:54
TALLAHASSEE, FLORIDA

11. The limited partnership will undertake to keep the records among the members and copies contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. 848 Brickell Ave., Suite 1120, Miami, FL 33131
(Mailing Address of Limited Partnership)

FILED
JUL 12 11:54
TALLAHASSEE, FLORIDA

This 11th day of July, 1995.

LEF/DELRAY MALL, LTD., a Florida
limited partnership
General Partner

BY: LEF/Delray Mall, Inc., a
Florida corporation

BY: Leonard E. Friedman
LEONARD E. FRIEDMAN, PRESIDENT

STATE OF FLORIDA

COUNTY OF DADE

THE FOREGOING instrument was acknowledged and sworn to before me this 11th day

of JULY, 1995, by LEONARD E. FRIEDMAN, as President of LEF/DELRAY MALL,
(Name of General Partner)

ST. STEPHEN LIMITED PARTNERSHIP, a DELAWARE
(Name of Limited Partnership)

Limited Partnership.

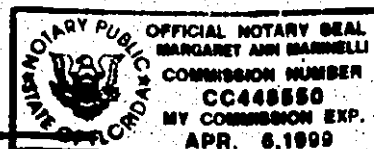
**INC., a Florida corporation,
as the sole General Partner of
LEF/DELRAY MALL, LTD., a Florida
limited partnership

Margaret Ann Marinelli
Notary Public

State of FLORIDA at Large

(SEAL)

My Commission Expires: _____



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

LEONARD E. FRIEDMAN, as President of LEF/DELRAY **
BEFORE ME the undersigned personally appeared LEONARD E. FRIEDMAN, a general
partner of ST. STEPHEN LIMITED PARTNERSHIP DELRAY limited partnership,
hereinafter referred to as the "Partnership", who certifies as follows: ***MALL, INC., a Florida corporation,
as the sole General Partner of
LEF/Delray Mall, Ltd., a Florida
limited partnership

1. The amount of capital contributions of the limited partners is \$ 10,400,000.00
2. The anticipated amount of the capital contributions of the limited partners that are
allocated for the purposes of transacting business in Florida is \$ 10,400,000.00

This 11th day of July, 1995.

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.

LEF/DELRAY MALL, LTD., a Florida
limited partnership

BY: LEF/DELRAY MALL, INC., a
Florida Corporation

General Partner

BY: Leonard E. Friedman
LEONARD E. FRIEDMAN, PRESIDENT

State of FLORIDA

County of DADE

Date July 11, 1995

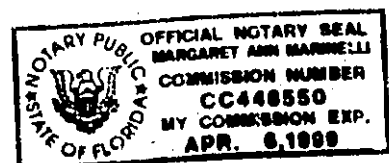
BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to
take acknowledgments in and for the State and County set forth above, personally appeared LEONARD E.
FRIEDMAN, as Pres. LEF/DELRAY MALL, INC., (General Partner), known to me and known by me to be
the person who executed the foregoing Affidavit of Capital Contributions, and he acknow-
ledged to me and before me that he executed this Affidavit as General Partner of said partner-
ship.

***a Florida corporation, as sole General Partner of
LEF/DELRAY MALL, 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 11th day of JULY, 1995.

Margaret Ann Marinelli
Notary Public

Seal



State of FLORIDA at Large

My commission expires: _____

FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE

Sandra Morham

Secretary of State

DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

LR
1/10

1. Name of Limited Partnership

1a.

DOCUMENT #

B95000000245

96 JAN -2 AM 11:49

ST. STEPHEN LIMITED PARTNERSHIP

DO NOT WRITE IN THIS SPACE

2. New Mailing Address, If Applicable

One Greenway Plaza

Suite 850

City, State & Zip
Houston, Texas 77046-0102

2a. New Principal Office Address, If Applicable

Suite, Apt. #, etc.

City, State & Zip

Mailing Address

800 BRICKELL AVE.
SUITE 1120
MIAMI FL 33131

Principal Office Address

32 LOOCKERMAN SQUARE
SUITE L-100
DOVER DE 19001

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a.

3. Date Formed or Registered to Do Business in
FLORIDA
07/12/1995

3a. Date of Last Report

4. State or Country of Formation

DE

5a. Capital Contributions as Shown
on Record
\$10,400,000.00

5b. Amount of Capital Contributions in
FLORIDA to date:

6. FEI Number

65-0606323

Applied For

7. CERTIFICATE OF STATUS REQUIRED

Not Applicable

8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50
2.) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)

Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent

COBER CORPORATE AGENTS, INC.
2001 SOUTH BAYSHORE DR., 19TH FLOOR
MIAMI FL 33131

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

LEF/DELRAY MALL, LTD.

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

848 BRICKELL AVE., ST

11b. City, State & Zip Code

MIAMI FL 33131

11c. Registration/
Document Number

A95000001014

600001685876
-01/11/95--01008--002
***585.00 ***585.00

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is true and fairly furnished and does not qualify for the exemption stated in Section 119.07(3)(x), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(x) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am, a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

Sandra L. Gray, Corporate Secretary, LEF/Delray Mall, Inc., General Partner of LEF/Delray Mall, Ltd.,
Typed or Printed Name of General Partner Signing Form

DATE

12-27-95

Telephone Number

(713) 850-1850

1/31/97

CORPORATE DETAIL RECORD SCREEN

8:04 AM

NUM: B95000000245 ST:DE ACTIVE/FOREIGN LP FLD: 07/12/1995

ACT CONT:-10,400,000.00 FEI#: 65-0606323

NAME : ST. STEPHEN LIMITED PARTNERSHIP

PRINCIPAL: 32 LOOCKERMAN SQUARE

ADDRESS SUITE L-100

DOVER, DE 19901

MAILING : ONE GREENWAY PLAZA

ADDRESS SUITE 850

HOUSTON, TX 77046-0102

RA NAME : COBER CORPORATE AGENTS, INC.

RA ADDR : 2601 SOUTH BAYSHORE DR., 19TH FLOOR

MIAMI, FL 33131 US

ANN REP

(1996) I 01/02/96

B95000000245

1. MENU, 3. PARTNERS

700002079237--3

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ENTER SELECTION AND CR:

-02/05/97-01126-011
***2300.00 ***1750.00

FILED

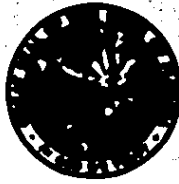
97 JAN 30 PM 12:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	
Address	
City	
State	DCC
Zip	500
Phone	
Fax	2
Acknowledgment	DCC
W. P. Verifier	DCC

increasing to
\$11,040,000.00

C. TAX
FILING 1,750.00
R. AGENT FEE
C. FEE
Y. FEE
H. FEE
LA. FEE D/P
REFUND



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FOREIGN LIMITED PARTNERSHIP**

The undersigned general partners of St. Stephen Limited Partnership
(an) Delaware

Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.176,
Florida Statutes.

The total amount of the capital contributions of the limited partners that is allocated for the
purpose of transacting business in Florida is: \$ 11,040,000.00

This 27th day of January, 19 97

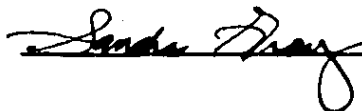
FILED
97 JAN 30 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FURTHER AFFLIANT SAYETH 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.*

General Partner(s)

LEF/Delray Mall, Ltd., its General Partner, by
LEF/Delray Mall, Inc., its General Partner, by
Sandra Gray, Corporate Secretary



FEES:

\$7 per \$1,000 based on the additional contributions
(Minimum \$52.50 - Maximum \$1,750.00)