

120 HAYS STREET
TALLAHASSEE, FL 32302-9607
800-142-8086

A96000001365



PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 026616 4337904

AUTHORIZATION :

COST LIMIT : \$ 140.00

Patricia Pyzdek

05 JUL 22 PM 2:51

ORDER DATE : July 22, 1996

ORDER TIME : 8:51 AM

ORDER NO. : 026616

CUSTOMER NO: 4337904

CUSTOMER: Jonathan Feuerman, Esq
THERREL BAISDEN & MEYER WEISS

4337904

Suite 500
1111 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

NAME: SCHERL ENTERPRISES, LTD.

EFFECTIVE DATE:

File 2nd

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

7/22/96

CONTACT PERSON: GLS

EXAMINER'S INITIALS: *BK*

CERTIFICATE OF LIMITED PARTNERSHIP OF
SCHERL ENTERPRISES, LTD.

RECEIVED
NOV 27 1951

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, heroby states the following:

1. The name of the Partnership is SCHERL ENTERPRISES, LTD.
2. The address of the office of the Partnership is 5660 Collins Avonuo, Miami Beach, Florida 33140.
3. The name and address of the agent for service of process on the Partnership is JONATHAN FEUERMAN, ESQ., Therrel Baisdon & Meyer Weiss, 1111 Lincoln Road Mall, Suite 500, Miami Beach, Florida 33139.
4. The name and business address of the corporate General Partner is as follows:
T. SCHERL, INC.
a Florida corporation 89600060984
5660 Collins Avenue
Miami Beach, Florida 33140

5. The mailing address of the Partnership is: 5660 Collins Avenue, Miami Beach, Florida 33140.

6. The latest date upon which the Partnership shall dissolve is November 30, 2050.

7. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.

8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by (a) THEODORE SCHERL, as President of T. SCHERL, INC., a Florida corporation, as the General Partner of SCHERL ENTERPRISES, LTD. or (b) an authorized corporate officer, of T. SCHERL, INC., a Florida corporation, as General Partner of SCHERL ENTERPRISES, LTD.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury

that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of SCHERL ENTERPRISES, LTD. this 10 day of July, 1996.

GENERAL PARTNER

T. SCHERL, INC., a Florida corporation

By: Theodore Scherl
THEODORE SCHERL, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for SCHERL ENTERPRISES, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of Registered Agent.

REGISTERED AGENT

By: Jonathan Feuerman
JONATHAN FEUERMAN

JF\EST.PLN\PLP\MISC\SCHERLCE.LTD

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

RECORDED
23 MAR 25 1951
CLERK OF THE COURT

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared THEODORE SCHERL, as President of T. SCHERL, INC., a Florida corporation, which is the General Partner of SCHERL ENTERPRISES, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", 5660 Collins Avenue, Miami Beach, Florida, 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:

Theodore Scherl	\$ 990.00
5660 Collins Avenue	
Miami Beach, Florida 33140	

Total	\$ 990.00
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2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

Theodore Scherl	\$ -0-
5660 Collins Avenue	
Miami Beach, Florida 33140	

Total	\$ -0-
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FURTHER AFFIANT SAITH NAUGHT.

Under penalty 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:

T. SCHERL, INC.,
a Florida corporation

By: *Theodore Scherl*
THEODORE SCHERL, President

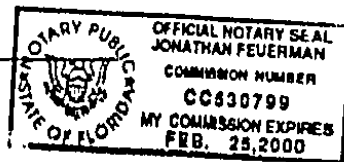
Dated: *July 16*, 1996

The foregoing instrument was acknowledged before me this *10* day of *July*, 1996, by THEODORE SCHERL, as President of T. SCHERL, INC., a Florida corporation, the General Partner of the Partnership, who is personally known to me or has produced _____ as identification.

Jonathan Feuerman
Notary Public, State of Florida
at Large

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

My Commission Expires:



JP\EST.PLN\PLP\MISC\SCHERL.CAP

96 JUL 22 PM 2:51
SECRET
FEDERAL BUREAU OF INVESTIGATION
DIVISION

A96000001365

Therrel Baisden & Meyer Weiss
ATTORNEYS AT LAW
111 LINCOLN ROAD MALL
SUITE 803

MIAMI BRANCH, FLORIDA 33130-2491
TELEPHONE (305) 678-1901
FAX (305) 674-0807

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC 19 AM 10:15

FRED R. BAIRDEN (1903-1971)
BARON DE HUMBOLDT MEYER (1898-1974)
CATCHINGS THERREL (1890-1971)
MILTON WEISS (1913-1980)

NICHOLAS M. DANIELS
DAVID DANLOW
BETH E. ELLIS
JONATHAN FEUERMAN
PETER M. LOPEZ
ELLEN ROSE
LEO ROSE, JR.
FRED R. STANTON
RICHARD A. WOOD

December 3, 1996

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

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

500002093775--8
-12/19/96--01055--002
***1802.50 ***1802.50

Re: Scherl Enterprises, Ltd., a Florida limited partnership
Document No. A96000001365
Filing Date: July 22, 1996
Our File No. 950757

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:

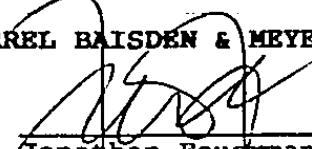
Filing Fee for Limited Partnership	\$ 1,750.00
Certified Copy under Seal	<u>52.50</u>
Total	\$ 1,802.50

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 BAIRDEN & MEYER WEISS

By: 
Jonathan Feuerman

JF/gr
Enc.
jf\est.pln\flp\misc\SUPP-aff.1tr

A96000001365
KWM

12-19

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 19 AM 10:15

**SUPPLEMENTAL
AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BRYONK MK, the undersigned authority, personally appeared THEODORE SCHERL, as President of T. SCHERL, INC., a Florida corporation, which is the General Partner of SCHERL ENTERPRISES, LTD., a Florida limited partnership, filed July 22, 1996 (Document No. A96000001365) with the Florida Secretary of State, hereinafter referred to as the "Partnership", 5660 Collins Avenue, Miami Beach, Florida, 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:

a.	Theodore Scherl	\$2,508,371.50
b.	Bessie Scherl	\$2,508,371.50
c.		\$ _____
	Total	\$5,016,743.00

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

a.	Theodore Scherl	\$ -0-
b.	Bessie Scherl	\$ -0-
c.		\$ -0-
	Total	\$ -0-

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.

GENERAL PARTNER

T. SCHERL, INC., a Florida corporation

By: *Theodore Scherl*
THEODORE SCHERL, President

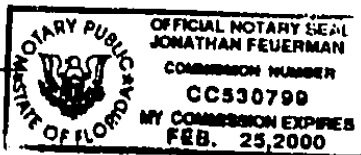
Dated: *July 16*, 1996

The foregoing instrument was acknowledged before me this *16* day of *July*, 1996, by THEODORE SCHERL, as President of T. SCHERL, INC., a Florida corporation, ~~the General Partner of the Partnership, who is personally known to me~~ or has produced _____ as identification.

Jonathan Feuerman
Notary Public, State of Florida
at Large

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

My Commission Expires:



JF\EST.FLN\FLP\MISC\SCHERL.SUP