



**THE UNITED STATES
CORPORATION
COMPANY**

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
MAY 31 PM 1:59

ACCOUNT NO. : 072100000032

REFERENCE : 714835 4327828

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 31, 2000

ORDER TIME : 10:13 AM

ORDER NO. : 714835-010

CUSTOMER NO: 4327828

CUSTOMER: M Timothy Hanlon, Esq
ALLEY MAASS ROGERS & LINDSAY,
321 Royal Poinciana Pl., South
Palm Beach, FL 33480-0431

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-05/31/00--01048--002
***1785.00 ***1785.00

DOMESTIC FILING

NAME: CENTREPOINT PLAZA LIMITED
PARTNERSHIP

~~FILE SECOND~~

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: Cindy Harris

EXAMINER'S INITIALS:

RECEIVED
00 MAY 31 AM 10:38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

hik
5/31

LAW OFFICES
ALLEY, MAASS, ROGERS & LINDSAY, P.A.

RAYMOND C. ALLEY (1893-1975)
HAROLD G. MAASS (OF COUNSEL)
DOYLE ROGERS
ALAN LINDSAY
EDWARD D. LEWIS
NEAL W. KNIGHT, JR.
DAVID H. BAKER
WILLIAM W. ATTERBURY III
LOUIS L. HAMBY III
ROBB R. MAASS
M. TIMOTHY HANLON
WARREN D. HAYES, SR.
GENE D. LIPSCHER
STUART J. HAFT

321 ROYAL POINCIANA PLAZA, SOUTH
POST OFFICE BOX 431
PALM BEACH, FLORIDA 33480-0431
(561) 659-1770
FACSIMILE (561) 833-2261
FROM BROWARD (954) 421-1540

FORT LAUDERDALE OFFICE
1600 S.E. 17TH STREET CAUSEWAY
SUITE 404
FORT LAUDERDALE, FLORIDA 33316
(954) 767-0215
FACSIMILE (954) 761-7644

May 30, 2000

FILED
CLERK OF COURT
DIVISION OF CORPORATIONS
00 MAY 31 PM 1:59

VIA FEDERAL EXPRESS

Florida Department of State
Division of Limited Partnerships
409 East Gaines Street
Tallahassee, Florida 32304

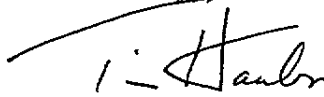
Re: Centrepont Plaza Limited Partnership

Dear Sir or Madam:

Enclosed please find one original and one copy of the Certificate of Limited Partnership and Affidavit Regarding Capital Contribution of Limited Partners for the above-referenced limited partnership, together with this firm's check in the amount of \$1,785.00 for the filing fee for the Certificate of Limited Partnership.

Please stamp as filed the enclosed copy of the Certificate and return it to me. If you have any questions, please call me.

Sincerely,



M. Timothy Hanlon

MTH/cmc
Enclosures

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CENTREPOINT PLAZA LIMITED PARTNERSHIP**

FILED
SERIALIZED
MAY 31 PM 1:59
DIVISION OF CORPORATIONS

The undersigned Partner hereby makes and files this Certificate of Limited Partnership for Centrepoint Plaza Limited Partnership, hereinafter referred to as the Partnership.

1. Name of Partnership. The name of the Partnership is Centrepoint Plaza Limited Partnership.

2. Character of Business. The business and purpose of the Partnership is to own and manage real property and to carry on such other activities in furtherance of any other purpose as is not prohibited by law.

3. Mailing Address. The mailing address of the Partnership shall be P.O. Box 11, Palm Beach, Florida 33480, or at such other place or places as the General Partner may from time to time determine. The street address of the Partnership's principal office is c/o M. Timothy Hanlon, 321 Royal Poinciana Plaza, Palm Beach, FL 33480.

4. Registered Agent. The initial registered agent of the Partnership shall be M. Timothy Hanlon, and his address is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480.

5. Name and Place of Residence of General Partner. The name and address of the General Partner is:

PO000005263

Centrepoint Holdings, Inc.
P.O. Box 11
Palm Beach, Florida 33480

6. Term. The Partnership and the limitation or liability of the Limited Partner shall commence on the date on which this Certificate of Limited Partnership is filed with the Florida Department of State. The Partnership shall continue until December 31, 2050, unless sooner terminated as provided in the Agreement of Limited Partnership.

and seal

MEMBERSHIP

00 MAR 31 PM 1:59

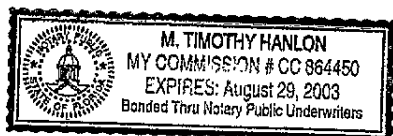
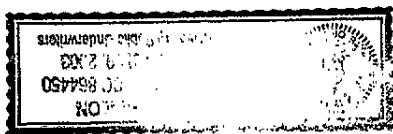
DEPARTMENT OF STATE
CORPORATIONS

By: ~~Centrepont~~ Holdings, Inc.

By: Robert Spiegel, Vice President

The foregoing instrument was acknowledged before me this 30th day of May, 2000, by Robert Spiegel, who is Vice President of Centrepont Holdings, Inc. He is personally known to me or has produced _____ as identification.

M. Tethy Hanlon
Notary Public / Registered Agent



Notary Public Printed _____
My Commission Number: _____
My Commission Expires: _____

M. Timothy Halon, hereby accepts the designation of himself as registered agent for this limited partnership and agrees to serve in compliance with all applicable Florida Statutes.

**AFFIDAVIT REGARDING CAPITAL CONTRIBUTION
OF LIMITED PARTNERS OF
CENTREPOINT PLAZA LIMITED PARTNERSHIP**

FILED IN STATE
OF FLORIDA
00 MAY 31 PM 1:59
CLERK OF SUPERIOR COURT
DAVID J. HARRIS

BEFORE ME, the undersigned authority, personally appeared, Robert Spiegel, as Vice President of Centrepoint Holdings, Inc., the General Partner of Centrepoint Plaza Limited Partnership who was sworn and says the Limited Partnership's anticipated capital contributions are \$1,600,000.00.

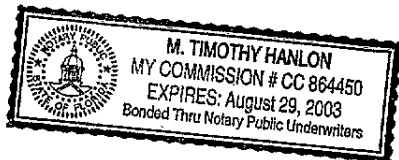
Centrepoint Plaza Limited Partnership

By: Centrepoint Holdings, Inc., a Florida corporation, sole General Partner

By: Robert Spiegel
Robert Spiegel, Vice President

STATE OF FLORIDA)
)SS
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 30th day of May, 2000, by Robert Spiegel, who is Vice President of Centrepoint Holdings, Inc. He is personally known to me or has produced _____ as identification.



M. Timothy Hanlon
Notary Public

Notary Public Printed
My Commission Number:
My Commission Expires: