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June 13, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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***166.25 ***166.25

RE: Gator Horizon Partners, Ltd. (proposed name of Limited Partnership)

To Whom It May Concern:

Enclosed you will find:

-An original and two copies of a Certificate of Limited Partnership and Affidavit of Capital Contributions for the above referenced Limited Partnership

-A check in the amount of \$166.25 to cover the fees and costs for

- filing fee/capital contribution of \$10,000.00 (\$70.00)
- designation of Registered Agent (\$35.00)
- certified copy (\$52.50)
- certificate of status (\$8.75)

-A pre-addressed Fedex envelope in which to return the filed documents.

FROM: James A. Goldsmith
1595 NE 163rd Street
North Miami Beach, Florida 33162
305-949-9049

FILED
00 JUN 14 AM 11:02
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP

- 1. Gator Horizon Partners, Ltd.
(Name of Limited Partnership, must contain a suffix such as "Limited," "Ltd.," or "Limited Partnership")
- 2. 1595 NE 163rd Street, North Miami Beach, Florida 33162
(Business address of Limited Partnership)
- 3. James A. Goldsmith
(Name of Registered Agent for Service of Process)
- 4. 1595 NE 163rd Street, North Miami Beach, Florida 33162
(Florida street address for Registered Agent)
- 5. _____
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
- 6. 1595 NE 163rd Street, North Miami Beach, Florida 33162
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: January 1, 2099

8. Name(s) of general partner(s): Gator Railway, Inc., a Florida corporation
d/b/a Gateway Plaza

Street address: 1595 NE 163rd Street,
North Miami Beach, Florida 33162

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9. Miscellaneous Provisions

1. The purpose for which the Limited Partnership is organized is limited solely to (A) owning, holding, selling, leasing, transferring, exchanging, operating and managing the premises located at 2151 N. Main Street, Longmont, Colorado ("Premises"), (B) entering into certain Notes, mortgages, deeds of trust and other related loan documents with Mellon United National Bank, a national banking association, its successors and/or assigns ("Lender") in connection with the making of those certain loans in the aggregate principal sum of \$24,250,000.00 ("Loans"), (C) refinancing the Premises in connection with a permitted repayment

of the Loans, and (D) transacting any and all lawful business for which a Limited Partnership may be organized under the laws of the state of Florida that is incident, necessary and appropriate to accomplish the foregoing.

2. The Limited Partnership's ability to incur indebtedness other than the Loans is limited to incurring liabilities in the ordinary course of its business that are related to the ownership and operation of the Premises.
3. The Limited Partnership's ability to enter into transactions with affiliates is limited only to transactions on an arm's length basis and on commercially reasonable terms.

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 13th day of June, 2000.

Signature of all general partners:

Gator Railway Inc., a Florida corporation d/b/a Gateway Plaza

By: 
James A. Goldsmith, President

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TALLAHASSEE FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of Gator Horizon Partners, Ltd.

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 10,000.00.

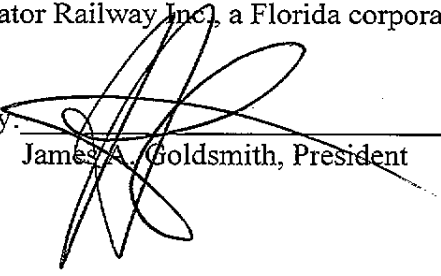
The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 10,000.00.

Signed this 13th day of June, 2000.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Gator Railway Inc., a Florida corporation d/b/a Gateway Plaza

By: 
James A. Goldsmith, President

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