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						April 18, 2001	
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CERTIFICATE OF LIMITED PARTNERSHIP

OF

PINNACLE VILLAGE, LTD.

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being all of the General Partners of PINNACLE VILLAGE, LTD., a Florida limited partnership (the "Partnership"), do hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

Pinnacle Village, Ltd.

2. The office and principal place of business for the Partnership currently is:

9400 South Dadeland Boulevard, Suite 100 Miami, Florida 33156

3. The name and address of the agent for service of process on the Partnership

are:

Brian J. McDonough 2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

4. The names and addresses of the General Partner of the Partnership are:

PHG - Deerfield, Inc. 9400 Dadeland Boulevard, Suite 100 Miami, Florida 33156

801000 039311

5. The mailing address of the Partnership is:

9400 Dadeland Boulevard, Suite 100 Miami, Florida 33156

6. The latest date upon which the Partnership shall dissolve is December 31,

2051.

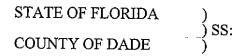
ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Brian J. McDonough hereby accepts his appointment as registered agent for Pinnacle Village, Ltd., a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501

DATED: April 1, 2001

Brian J. McDonough, Registered Agent

AFFIDAVIT OF CAPITAL CONTRIBUTIONS





BEFORE ME, the undersigned authority, personally appeared Michael Wohl as President of PHG - DEERFIELD, Inc., a Florida corporation, as General Partner of Pinnacle Village, Ltd., a Florida limited partnership (the "Partnership"), who states as follows:

- 1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$99.99.
- 2. It is anticipated that the Limited Partners will not make additional contributions to the capital of the Partnership.

PHG - DEERFIELD, INC., a Florida corporation, General Partner

Name:

Its:

PRESIDENT

The foregoing instrument was acknowledged before me this day of April, 2001, by Michael Wohl as President of PHG - Deerfield, Inc., a Florida corporation, as General Partner of Pinnacle Village, Ltd., a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification and who did (did not) take an oath.

NORMA A. TORRES

NO. CC 947500

Il Personally Known I I Other Lib.

Printor-Stamp Name:

Notary Public, State of Plerida at Large

Commission No.: CC947864

My Commission Expires: 6/22/04

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