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ACCOUNT NO. : 072100000032
 REFERENCE : 173409 4332380
 AUTHORIZATION : *Patricia Pizuto*
 COST LIMIT : \$ 1837.50

FILED
 FEB 1 11 PM 12:49
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ORDER DATE : January 31, 2002
 ORDER TIME : 5:09 PM
 ORDER NO. : 173409-010
 CUSTOMER NO: 4332380
 CUSTOMER: Mr. Glenn W. Williams
 Michael R. Storace, P.a.
 Suite 504
 5975 Sunset Drive
 Miami, FL 33143

(Handwritten initials)

RECEIVED
 02 FEB - 1 AM 8:39
 DEPARTMENT OF STATE
 DIVISION OF CORPORATE AFFAIRS
 TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: PENSION 1800 ~~INVESTORS~~, LTD.
ASSOCIATES

300004852438-1

EFFECTIVE DATE: 1837.50

XX CERTIFICATE OF LIMITED PARTNERSHIP
 PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

FILED
 02 FEB - 1 PM 12:46
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

EX

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
PENSION 1800 ASSOCIATES, LTD.,
A Florida Limited Partnership**

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TALLAHASSEE, FLORIDA

The undersigned, acting as formers of a limited partnership under the Florida Revised Uniform Partnership Act, adopted the following certificate for such limited partnership.

1. Name. The name of the Limited Partnership is **PENSION 1800 ASSOCIATES LTD.**

2. Business. The general character of the Partnership business shall be to own, acquire, sell and lease investment real estate and other investment property of any type, kind or description, and to conduct a general business as thereto related.

3. Principal Place of Business and Location of Records. The location of the principal place of business of the Partnership is 5975 Sunset Drive, Suite 504, Miami, Miami-Dade County, Florida 33143 at which place the records shall be maintained.

4. Registered Agent. The name and address of the registered agent for service for this Limited Partnership is **MICHAEL R. STORACE**, ⁵⁹⁷⁵ Sunset Drive, Suite 504, Miami, Miami-Dade County, Florida 33134, who acknowledge by his, her or its signature hereunder, that he, she, or it accepts same.

5. The General Partner. The name and business of the General Partner is as follows:

GENERAL PARTNER:

**PENSION 1800 INVESTORS, L. L. C.
5975 Sunset Drive
Suite 504
Miami, Florida 33143**

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TALLAHASSEE, FLORIDA

6. Mailing Address. The mailing address of the Limited Partnership is at 5975 Sunset Drive, Suite 504, Miami, Florida 33143.

7. Term. The Partnership shall begin at the time of the filing of the Certificate of Limited Partnership with the Department of State and shall liquidate and dissolve on December 31, 2098 unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.

8. Additional Contributions. No additional contributions of the Limited Partners have been agreed upon.

9. Return of Contributions. No Limited Partner shall be entitled to withdraw or demand the return of any part of his, her or its capital contribution except upon dissolution of the Partnership.

10. Profits. All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportion as the Partners' then capital interest accounts, unless retained for Partnership investment and business activities.

11. Sale or Transfer of Interest in Partnership. A Limited Partner shall not have the right to sell or transfer his, her, or its interest in the Partnership without the prior written consent of the partners, unless the transfer is a permitted transfer, as explained in detail by the Partnership Agreement.

12. Additional Limited Partners. The General Partner may admit additional limited partners.

13. Priority Among Limited Partners. There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

14. Continuance of Business. Upon the death, retirement, insanity, dissolution, bankruptcy and/or insolvency of the General Partner, the Partnership shall dissolve unless continued by the remaining Partners and selecting when necessary, by unanimous vote, a new successor General Partner.

15. Property Other Than Cash. A Limited Partner may not demand property other than cash in return for his, her or its contributions.

16. Amount of Cash and Affidavit to Agreed Value and Description of Property. The Limited Partners in the Limited Partnership have contributed cash as set forth in Schedule "A" Affidavit of the Amount of the Capital Contributions of Limited Partners, and the amount anticipated which will be contributed by the Limited Partners is up to \$20,000,000.

IN WITNESS WHEREOF, the parties have hereunder executed this Certificate on the 30th day of January 2002.

GENERAL PARTNER:

PENSION 1800 INVESTORS, L. L. C.

BY: 

MICHAEL R. STORACE, as Authorized Representative
of the Members of Pension 1800 Investors, L. L. C.

REGISTERED AGENT:

BY: 

MICHAEL R. STORACE, as Registered Agent

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TALLAHASSEE, FLORIDA
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TALLAHASSEE, FLORIDA
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SCHEDULE A

PENSION 1800 ASSOCIATES, LTD.,
A Florida Limited Partnership

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TALLAHASSEE, FLORIDA
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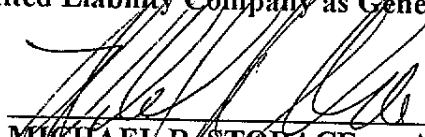
**AFFIDAVIT OF THE AMOUNT OF THE CAPITAL CONTRIBUTIONS
OF THE LIMITED PARTNERSHIP, AND ANY AMOUNT
ANTICIPATED TO BE CONTRIBUTED BY THE LIMITED PARTNERS**

The undersigned present this Affidavit, given under oath, to affirm the following:

1. The amount of the capital contributions to date of the Limited Partnership of PENSION 1800 ASSOCIATES, LTD., is \$1,000.00.
2. The amount contributed and anticipated to be contributed by the Limited Partners at this time will not exceed \$20,000,000.00.

PENSION 1800 INVESTORS, L. L. C., a Florida
Limited Liability Company as General Partner

BY:



MICHAEL R. STORACE, as Authorized
Representative of the Members

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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STATE OF FLORIDA }
COUNTY OF MIAMI-DADE }

The foregoing instrument was acknowledged before me this 30th day of January 2002, by MICHAEL R. STORACE, as Authorized Representative of the Members for Pension 1800 Investors, L. L. C., a Florida Limited Liability Company, the General Partner of Pension 1800 Associates, Ltd., who is personally known to me, or, if not, produced the following form of identification:

PERSONALLY KNOWN




NOTARY PUBLIC

PRINT NAME: GLENN M. BULNES

COMMISSION EXPIRES: 4/26/2002

80Gbyr02

 Glenda M Bulnes
My Commission CC736694
Expires April 26, 2002