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BECKER & POLIAKOFF P.A.

Florida Offices

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- Tampa
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February 28, 2002

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re.: BAY ISLES, L.P.
Our File No.: G22651/76222

Dear Sir or Madam:

Enclosed please the Certificate of Limited Partnership for the above-referenced Company, along with an Affidavit of Capital Contributions, for filing with the Division of Corporations.

Upon filing, please provide the undersigned with a certified copy as well as a filing receipt. The appropriate fee in the amount of \$1,785.00 is enclosed herewith as well.

Please contact the undersigned if you have any questions.

Sincerely yours,

Alexander Reus
For The Firm

AR/do
Enclosures
316187_1.DOC

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REUS, ALEXANDER
MIAAMI
ALEXANDER REUS,
J.D. (Germany), J.D., LL.M.
Direct Dial: (305) 269-1027
areus@becker-poliakoff.com

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LAW OFFICES

BECKER & POLIAKOFF, P.A.

5201 Blue Lagoon Drive
Suite 100
Miami, Florida 33126
Phone: (305) 262-4433 Fax: (305) 262-4504
Toll Free (800) 533-4874

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of China

Bern, Switzerland

Reply To:

Miami
Maximilian J. Schenk,
M.P.A., J.D., LL.M.
Direct Dial: (305) 260-1017
mschenk@becker-poliakoff.com

March 19, 2002

Florida Department of State
Division of Corporation
ATTN: Katherine Harris, Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

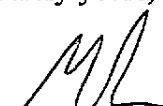
Re.: Bay Isles, Limited Partnership
Ref. Number: W02000006695
Our File No.: G22651/76222

Dear Ms. Harris:

Transmitted herewith is corrected Certificate of Limited Partnership name for Bay Isles, Limited Partnership. Please process as soon as possible.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,


Maximilian J. Schenk
For the Firm

MJS/do
Enclosure: Certificate of Limited Partnership
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 11, 2002

ALEXANDER REUS
BECKER & POLIAKOFF, P.A.
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312

SUBJECT: BAY ISLES, L.P.
Ref. Number: W02000006695

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for BAY ISLES, L.P. and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 602A00014540

**BAY ISLES, LIMITED PARTNERSHIP
CERTIFICATE OF LIMITED PARTNERSHIP**

1. The name of the limited partnership shall be **BAY ISLES, Limited Partnership**
2. The business address of the Limited Partnership shall be c/o Becker & Poliakoff, P.A., 5201 Blue Lagoon Drive, Suite 100, Miami, FL 33126.
3. The name of the Registered Agent for service of process is **Alexander Reus, Esq.**
4. The Florida street address of the Registered Agent is c/o Becker & Poliakoff, P.A., 5201 Blue Lagoon Drive, Suite 100, Miami, FL 33126.
5. The undersigned Registered Agent hereby accepts designation as Registered Agent for service of process.
6. The mailing address of the Limited Partnership shall be c/o Becker & Poliakoff, P.A., 5201 Blue Lagoon Drive, Suite 100, Miami, FL 33126.
7. The latest date upon which the Limited Partnership is to be dissolved is December 2020.
8. The name(s) of general partner(s):

Prime Commercial Development, L.L.C.

c/o Becker & Poliakoff, P.A.
5201 Blue Lagoon Drive, Suite 100
Miami, Florida 33126


LO-16432

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 2nd day of January, 2002.

SIGNATURE OF ALL GENERAL PARTNERS:

Prime Commercial Development, L.L.C.



General Partner
By: Dieter Genhofer, President

SIGNATURE OF REGISTERED AGENT:



Alexander Reus, Esq., Registered Agent

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR

BAY ISLES, LIMITED PARTNERSHIP

The undersigned, constituting all of the General Partners of Bay Isles, ^{Limited Partnership}, a Florida Limited Partnership (the "Company"), hereby certify:

1. The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$1,500,000.00.

Signed this 2nd day of January 2002.

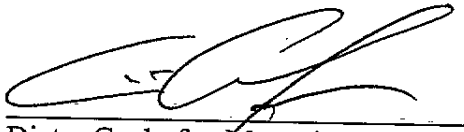
Further Affiant(s) sayeth not.

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.

GENERAL PARTNER

PRIME COMMERCIAL DEVELOPMENT, L.L.C.

By:


Dieter Genhofer, Managing Member

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TALLAHASSEE, FLORIDA