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02 OCT 23 PM 8:40

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DIVISION OF CORPORATIONS

FLORIDA LIMITED PARTNERSHIP

arapahoe crossings limited family partnership

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| Certificate of Status | 0 |
| Certified Copy | 1 |
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CERTIFICATE OF LIMITED PARTNERSHIP
OF THE
ARAPAHOE CROSSINGS LIMITED
FAMILY LIMITED PARTNERSHIP

THIS CERTIFICATE is duly executed and filed pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), as amended (the "Act"), in order to form a limited partnership under the Act.

- (a) Name. The name of the subject limited partnership is the Arapahoe Crossings Limited Family Limited Partnership (the "Partnership").
- (b) Record Keeping Office. The address of the office at which the Partnership shall keep the records required to maintained under the Act is:

799 Brickell Plaza, Suite 700
Miami, FL 33131

Registered Agent; Registered Office. The name and address of the agent for service of process on the Partnership required to be maintained under the Act are:

Jonathan H. Green & Associates, P.A.
799 Brickell Plaza, Suite 700
Miami, FL 33131

- (c) General Partner. The names and business address of the General Partner(s) are:

Arapahoe Crossings, Inc. - 002000 11794
5325 Pinetree Drive
Miami Beach, FL 33140

- (d) Mailing Address. The mailing address of the Partnership is:

5325 Pinetree Drive
Miami Beach, FL 33140

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(e) Term. The latest date upon which the Partnership is to dissolve is December 31, 2052.

IN WITNESS WHEREOF, the general partner has duly executed this Certificate, this 18th day of October, 2002.

ARAPAHOE CROSSINGS, INC.,
General Partner

By:


EDWARD GADINSKY, President

FILED
02 OCT 23 AM 8:40
MILWAUKEE, WISCONSIN

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

TO THE

ARAPAHOE CROSSINGS LIMITED

FAMILY LIMITED PARTNERSHIP

The undersigned, the general partner of the Arapahoe Crossings Limited Family Limited Partnership, a Florida limited partnership, hereby certify that:

The amount of the capital contributions of the limited partners to date is:

\$0.00

The total amount anticipated to be contributed by the limited partners is:

\$5,000,000.00

FURTHER AFFIANTS SAYETH NOT.

Under penalties of perjury, the undersigned declare that he has read the foregoing and knows the contents of the foregoing, and that the facts stated in the foregoing are true and correct.

Dated: October 18, 2002.

ARAPAHOE CROSSINGS, INC.,
General Partner

By:


EDWARD GADINSKY, President

02 OCT 23 AM 8:40
FILED
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

TOTAL P.05

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CONSENT TO SERVE AS REGISTERED AGENT
FOR THE
ARAPAHOE CROSSINGS LIMITED
FAMILY LIMITED PARTNERSHIP

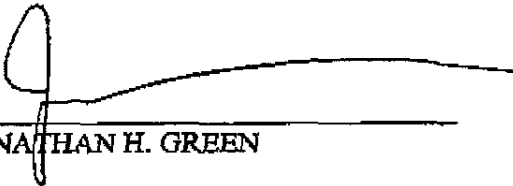
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02 OCT 23 AM 9:40
P.M.A. 9:19

Having been appointed to serve in the State of Florida as the registered agent of, and to accept service of process for, the Arapahoe Crossings Limited Family Limited Partnership, the undersigned hereby accepts said appointment and agrees to serve as said registered agent. The undersigned further agrees to comply with the provisions of all Florida statutes relative to the proper and complete performance of the undersigned's duties, and hereby acknowledges that the undersigned is familiar with and accepts the obligation of the undersigned's position as said registered agent.

Dated: October 18, 2002.

JONATHAN H. GREEN & ASSOCIATES, P.A.
a Florida Corporation

By


JONATHAN H. GREEN

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