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Division of Corporations Page 1 of 2

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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP
2740 PROFESSIONAL BUILDING REAL ESTATE LIMITED PARTNERSHIP

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$1,846.25

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1514959-0002
Attn: M. WAGNER

11/25
WST

FAX AUDIT NO. H02000229844

CERTIFICATE OF LIMITED PARTNERSHIP
OF
2740 PROFESSIONAL BUILDING REAL ESTATE LIMITED PARTNERSHIP

The undersigned, being all of the general partners of 2740 Professional Building Real Estate Partnership, a Florida general partnership (the "General Partnership"), hereby convert 2740 General Partnership into 2740 Professional Building Real Estate Limited Partnership, a Florida limited partnership (the "Partnership"), pursuant to and in accordance with Section 620.8902 of the Florida Revised Uniform Limited Partnership Act (Florida Statutes Section 620.101, et seq.) as follows:

1. Upon the filing of this Certificate of Limited Partnership, the General Partnership shall be converted into the Partnership pursuant to the terms and conditions of Section 620.8902 of the Florida Statutes.
2. The name of the general partnership to be converted is 2740 Professional Building Real Estate Partnership.
3. The conversion was approved of by the unanimous consent of all of the partners of the General Partnership.
4. Name. The name of the limited partnership is 2740 Professional Building Real Estate Limited Partnership.
5. Office Address. The address of the office of the Partnership in the State of Florida is:

2740 Hollywood Boulevard
Hollywood, Florida 33020
6. Registered Agent. The name and address of the registered agent of the Partnership for service of process on the Partnership in the State of Florida is:

K. Lawrence Gragg
White & Case LLP
200 S. Biscayne Boulevard, Suite 4900
Miami, Florida 33131

7. General Partner. The names and business addresses of the General Partners are:

Lee R. Duffner
2740 Hollywood Boulevard
Hollywood, Florida 33020

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Samuel M. Winn
2740 Hollywood Boulevard
Hollywood, Florida 33020

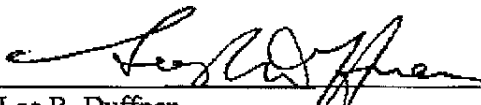
Joel S. Sandberg
2740 Hollywood Boulevard
Hollywood, Florida 33020


8. Mailing Address. The mailing address of the Partnership is:

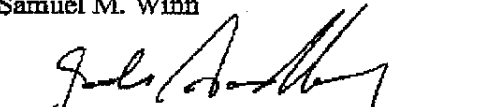
2740 Hollywood Boulevard
Hollywood, Florida 33020

9. Dissolution. The latest date upon which the Partnership will dissolve is
December 31, 2052.

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of
Limited Partnership, in one or more counterparts, as of the 21 day of November, 2002.


Lee R. Duffner


Samuel M. Winn


Joel S. Sandberg

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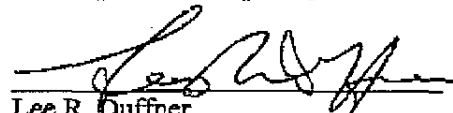
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 620.192, the following is submitted:

2740 Professional Building Real Estate Limited Partnership, desiring to organize as a Limited Partnership under the laws of the State of Florida, has designated 2740 Hollywood Boulevard, Hollywood, Florida 33020 as its initial Registered Office, and has named Lee R. Duffner, located at 2740 Hollywood Boulevard, Hollywood, Florida 33020, as its Registered Agent.


Lee R. Duffner, Partner

Having been named Registered Agent for the above stated Limited Partnership, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties.


Lee R. Duffner
Registered Agent

Date: 11-21-02

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

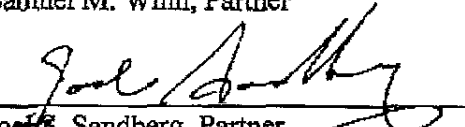
The undersigned, being the general partners of 2740 Professional Building Real Estate Limited Partnership, a Florida limited partnership, upon penalty of perjury, certifies as follows:

1. The amount of capital contributions of the limited partners is \$1,325,000.00.
2. The total anticipated amount of the capital contributions of the limited partners is \$1,325,000.00

Dated this 21st day of November, 2002.


Lee R. Duffner, Partner


Samuel M. Winn, Partner


Joelle Sandberg, Partner

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